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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Healthwise Holdings Limited (the “Company”), you should at once hand this circular, together with the enclosed 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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**CHINA HEALTHWISE HOLDINGS LIMITED**

**中國智能健康控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 348)**

**PROPOSALS FOR  
RE-ELECTION OF DIRECTORS;  
GRANTING OF GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Resolutions will be proposed at the annual general meeting of the Company to be held at Meeting Room (Soho 1), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Wednesday, 18 June 2025 at 10:30 a.m. (the “**Annual General Meeting**”) to approve the matters referred to in this circular.

The notice convening the Annual General Meeting together with the form of proxy for use at the Annual General Meeting are enclosed with this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.healthwisehk.com>).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and deliver it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at Level 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

No gifts, food or beverages will be provided to attendees at the Annual General Meeting.

29 April 2025

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LETTER FROM THE BOARD

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**CHINA HEALTHWISE HOLDINGS LIMITED**

**中國智能健康控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 348)**

*Executive Directors:*

Lei Hong Wai (*Chairman*)  
Cheung Kwok Wai Elton (*Vice Chairman*)  
Leung Alex  
Lo Ming Wan  
Yuan Huixia  
Yang Qiangsheng

*Registered Office:*

P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

*Independent Non-executive Directors:*

Lai Hok Lim  
Lien Wai Hung  
Tsang Chin Pang

*Head Office and Principal Place of*

*Business in Hong Kong:*  
Unit 1209, Shun Tak Centre  
West Tower  
168–200 Connaught Road  
Central  
Hong Kong

29 April 2025

*To the holders of the ordinary shares (the “Shares”)  
of the Company (the “Shareholders”)*

Dear Sir/Madam,

**PROPOSALS FOR  
RE-ELECTION OF DIRECTORS;  
GRANTING OF GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the following matters to be proposed at the Annual General Meeting: (i) the re-election of the directors of the Company (the “**Directors**”); and (ii) the granting to the Directors of the general mandates to issue and repurchase shares of the Company (collectively the “**Proposals**”). Your approval for the Proposals will be sought at the Annual General Meeting of the Company to be held at Meeting Room (Soho 1), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Wednesday, 18 June 2025 at 10:30 a.m..

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF DIRECTORS

As at 22 April 2025 (being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular (the “**Latest Practicable Date**”)), the executive Directors are Mr. Lei Hong Wai, Mr. Cheung Kwok Wai Elton, Mr. Leung Alex, Ms. Lo Ming Wan, Mr. Yuan Huixia and Mr. Yang Qiangsheng; and the independent non-executive Directors are Mr. Lai Hok Lim, Mr. Lien Wai Hung and Mr. Tsang Chin Pang.

In accordance with Article 116 of the Company’s articles of association (the “**Articles of Association**”), the directors retiring by rotation at the Annual General Meeting are Ms. Lo Ming Wan and Mr. Yuan Huixia. The Retiring Directors will retire and, being eligible, offer themselves for re-election at the Annual General Meeting (the “**Retiring Directors**”).

Pursuant to Article 99 of the Articles of Association, the board of Directors (the “**Board**”) shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Directors so appointed shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election. Mr. Tsang Chin Pang was appointed as an independent non-executive Director with effect from 1 July 2024. Mr. Yang Qiangsheng was appointed as an executive Director with effect from 27 January 2025. As such, each of Mr. Tsang and Mr. Yang (together with the Retiring Directors, the “**Re-electing Directors**”) will offer himself for re-election as an independent non-executive Director and an executive Director respectively, at the Annual General Meeting.

The particulars of the four Re-electing Directors, which are required to be disclosed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Exchange**”) (the “**Listing Rules**”), are set out below:

#### **Executive Directors**

- (1) Ms. Lo Ming Wan, aged 39, obtained her Bachelor of Business Administration in Accounting and Economics degree from The Hong Kong University of Science and Technology in 2007. She is a member of the Hong Kong Institute of Certified Public Accountants, The Chartered Governance Institute in the United Kingdom and The Hong Kong Chartered Governance Institute (formerly known as The Hong Kong Institute of Chartered Secretaries). She has over 15 years of experience in auditing, accounting, company secretarial matters and financial management.

Ms. Lo has entered into a letter of appointment with the Company as an executive Director for an initial term of three years commencing from 30 March 2017 which shall continue thereafter and may be terminated at any time by a notice in writing served by either Ms. Lo or the Company. Ms. Lo is also subject to the general requirement of retirement by rotation and re-election at each annual general meeting of the Company under the Articles of Association. Ms. Lo is currently entitled to an annual director fee of HK\$120,000. The remuneration is determined by the Board with reference to her duties and responsibilities with the Company and is subject to

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## LETTER FROM THE BOARD

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review by the remuneration committee of the Company from time to time with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market condition.

Save as disclosed above and as at the Latest Practicable Date, Ms. Lo (i) did not hold any position with the Company or other members of the Company and its subsidiaries, (ii) had not held any other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, (iii) had no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company, and (iv) did not have any interests in the Shares within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO").

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in relation to Ms. Lo's re-election and there is no information relating to Ms. Lo which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

- (2) Mr. Yuan Huixia, aged 44, has been admitted as a practicing solicitor in the People's Republic of China and has over 16 years of extensive experience in corporate management, investment, legal affairs and business development. He holds a Doctorate Degree in Law, a Master Degree in Law and a Bachelor Degree in Law from the Southwest University of Political Science and Law in the People's Republic of China.

Mr. Yuan has entered into a letter of appointment with the Company as an Executive Director for an initial term of three years commencing from 6 November 2018 which shall continue thereafter and may be terminated at any time by a notice in writing served by either Mr. Yuan or the Company. Mr. Yuan is also subject to the general requirement of retirement by rotation and re-election at each annual general meeting of the Company under the Articles of Association. Mr. Yuan is currently entitled to an annual director fee of HK\$720,000. The remuneration is determined by the Board with reference to his duties and responsibilities with the Company and is subject to review by the remuneration committee of the Company from time to time with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market condition.

Save as disclosed above and as at the Latest Practicable Date, Mr. Yuan (i) did not hold any position with the Company or other members of the Company and its subsidiaries, (ii) had not held any other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, (iii) had no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company, and (iv) did not have any interests in the Shares within the meaning of Part XV of the SFO.

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## LETTER FROM THE BOARD

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Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in relation to Mr. Yuan's re-election and there is no information relating to Mr. Yuan which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

- (3) Mr. Yang Qiangsheng, aged 56, has been engaged in the field of biotechnology and biomedicine for 12 years and is experienced in the operation and management in these fields.

As at the Latest Practicable Date, Ms. Song Ping, the spouse of Mr. Yang, was interested in 38,000,000 Shares, representing approximately 4.93% of the total issued share capital of the Company.

There is no written service contract entered into between the Company and Mr. Yang. Mr. Yang is not appointed for a specific term but is subject to the general requirement of retirement by rotation and re-election at each annual general meeting of the Company under the Articles of Association. The director fee for Mr. Yang is fixed by the Board at HK\$240,000 per annum which is determined by the Board on the recommendation of the remuneration committee of the Company with reference to his experience and responsibilities in the Company.

Save as disclosed above and as at the Latest Practicable Date, Mr. Yang (i) did not hold any position with the Company or other members of the Company and its subsidiaries, (ii) had not held any other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, (iii) had no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company, and (iv) did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in relation to Mr. Yang's re-election and there is no information relating to Mr. Yang which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

### **Independent non-executive Director**

- (4) Mr. Tsang Chin Pang, aged 46, graduated from the Hong Kong University of Science and Technology with a bachelor of business administration in finance. He is also a member of the Hong Kong Institute of Certified Public Accountants. Mr. Tsang has over 23 years of experience in the field of auditing, accounting and finance. He has worked in international accounting firms from September 2001 to February 2011 and was the chief financial officer and company secretary of Realord Group Holdings Limited ("**Realord**"), a company listed on the Exchange (stock code: 1196), from February 2011 to July 2016 and D&G Technology Holding Company Limited, a company listed on the Exchange (stock code: 1301) from November 2016 to September 2020. He is the chief financial officer and company secretary of Realord since August 2021.

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## LETTER FROM THE BOARD

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There is no written service contract entered into between the Company and Mr. Tsang. Mr. Tsang is not appointed for a specific term but is subject to the general requirement of retirement by rotation and re-election at each annual general meeting of the Company under the Articles of Association. The director fee for Mr. Tsang is fixed by the Board at HK\$120,000 per annum which is determined by the Board on the recommendation of the remuneration committee of the Company with reference to his experience and responsibilities in the Company.

Save as disclosed above and as at the Latest Practicable Date, Mr. Tsang (i) did not hold any position with the Company or other members of the Company and its subsidiaries, (ii) had not held any other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, (iii) had no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company, and (iv) did not have any interests in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders in relation to Mr. Tsang's re-election and there is no information relating to Mr. Tsang which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

### 3. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

As at the Latest Practicable Date, the issued share capital of the Company comprised 770,480,836 ordinary Shares of HK\$0.01 each.

Approval is being sought from the Shareholders to grant a general mandate to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with Shares (including any sale or transfer of treasury Shares (has the meaning ascribed to it under the Listing Rules) out of treasury) up to a maximum of 154,096,167 Shares, being approximately 20% of the total number of issued Shares (excluding treasury Shares) as at the date of passing of the ordinary resolution at the Annual General Meeting granting the said issue mandate, on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting. In the event that it becomes desirable for the Company to issue any new Shares, on that basis the Directors are given flexibility and discretion to allot, issue or otherwise deal with Shares (including any sale or transfer of treasury Shares out of treasury) up to a maximum of 154,096,167 Shares, being approximately 20% of the total number of issued Shares (excluding treasury Shares) as at the date of passing of the ordinary resolution (the "**Issue Mandate**") and, if separately approved by the Shareholders, by adding to such mandate the aggregate number of the issued Shares repurchased by the Company pursuant to the Repurchase Mandate (as defined hereinafter) (the "**Extension Mandate**"). Such authority will only continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the end of the period within which the Company is required by the laws of the Cayman Islands or the Articles of Association to hold its next annual general meeting; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

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## LETTER FROM THE BOARD

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### 4. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to approve the granting of a general mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to a maximum of 77,048,083 Shares, being approximately 10% of the total number of issued Shares (excluding treasury Shares) as at the date of the passing of the ordinary resolution (the “**Repurchase Mandate**”), on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting. Such authority will only continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the end of the period within which the Company is required by the laws of the Cayman Islands or the Articles of Association to hold its next annual general meeting; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

An explanatory statement containing the particulars as required by the Listing Rules to provide the requisite information for your consideration of the Repurchase Mandate is set out in the Appendix hereto.

### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 11 to 15 of this circular. At the Annual General Meeting, resolutions, where applicable, will be proposed to approve, *inter alia*, the re-election of Re-electing Directors, the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate.

A form of proxy for use at the Annual General Meeting (and any adjournment thereof) is enclosed with this circular and such form of proxy is also published on the website of the Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.healthwisehk.com](http://www.healthwisehk.com). Whether or not you are able to attend the meeting, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and deliver it to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish.

### 6. VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rules 13.39(4) and 13.39(5) of the Listing Rules (except for procedural and administrative matters), any vote of Shareholders at a general meeting must be taken by poll and the poll results must be announced after the Annual General Meeting in the prescribed manner. Accordingly, the chairman of the Annual General Meeting will demand a poll on each and every resolution put to the vote at the Annual General Meeting.

As at the Latest Practicable Date, no Shareholder was required to abstain from voting on any resolution set out in the notice of Annual General Meeting.



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## LETTER FROM THE BOARD

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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 Central Clearing and Settlement System (“CCASS”) shall not bear any voting rights at the Annual General Meeting.

After the conclusion of the Annual General Meeting, the poll results will be published on the website of the Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.healthwisehk.com](http://www.healthwisehk.com).

### 7. 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 facts the omission of which would make any statement herein or this circular misleading.

### 8. RECOMMENDATION

The Directors consider that the proposed re-election of Re-electing Directors and proposed granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate mentioned above are all in the best interests of the Company and the Shareholders as a whole and, accordingly, recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### 9. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix hereto. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,  
For and on behalf of the Board  
**China Healthwise Holdings Limited**  
**Lei Hong Wai**  
*Chairman and Executive Director*

*This Appendix serves an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 770,480,836 Shares and the Company did not hold any treasury Shares.

Subject to the passing of the ordinary resolution no. 5 set out in the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and no further Shares are issued or repurchased prior to the Annual General Meeting, the Directors would be allowed under the Repurchase Mandate to repurchase up to a maximum of 77,048,083 Shares of the Company, representing approximately 10% of the total number of Shares (excluding treasury Shares) in issue as at the date of the Annual General Meeting.

## **2. REASONS FOR REPURCHASES**

Although the Directors have no present intention of repurchasing any existing Shares, the Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets 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.

## **3. FUNDING OF REPURCHASES**

Repurchases would be funded entirely from the Company's available cash flow or working capital which will be funds legally available for such purpose as well as in accordance with the Articles of Association and the laws of the Cayman Islands and/or any other applicable laws, as the case may be. It is envisaged that the funds required for any repurchase would be derived from those funds of the Company, legally permitted to be utilised in that connection, including capital paid up on the Shares to be repurchased, profits otherwise available for distribution and sums standing to the share premium account of the Company.

## **4. IMPACT OF REPURCHASE**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2024) in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to make repurchases pursuant to the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. SHARES PRICES

The highest and lowest prices per share at which the Shares had been traded on the Exchange during each of the previous twelve months immediate before, and in the current month up to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2024</b>		
April	0.079	0.036
May	0.161	0.046
June	0.099	0.041
July	0.068	0.052
August	0.065	0.046
September	0.061	0.046
October	0.088	0.050
November	0.095	0.058
December	0.155	0.072
<b>2025</b>		
January	0.210	0.138
February	0.198	0.142
March	0.180	0.103
April ( <i>up to the Latest Practicable Date</i> )	0.137	0.082

## 6. UNDERTAKING

The Directors confirm that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

The Directors confirm that neither this explanatory statement nor the proposed Share repurchase pursuant to the Repurchase Mandate has any unusual features.

If the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company will either cancel the Shares repurchased and/or hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares held in treasury will be subject to the terms of the Issue Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

For any treasury Shares deposited with CCASS pending resale on the Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; (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; and (iii) take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

## 7. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

## 8. TAKEOVERS CODE

If on the exercise of the power to repurchase 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 of voting rights for the purposes of Rule 32 of The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong (the "**Takeovers Code**"). Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, 169,042,824 Shares representing approximately 21.94% of the Shares were owned by Eternity Investment Limited. In the event that the Directors exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of Eternity Investment Limited would be increased to approximately 24.38% of the issued Shares. The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors wish to state that they have no intention to exercise the power to repurchase Shares pursuant to the Repurchase Mandate to the extent that would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or render the aggregate number of the issued Shares in public hands to less than 25% as required by the Listing Rules.

## 9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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### CHINA HEALTHWISE HOLDINGS LIMITED

### 中國智能健康控股有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 348)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting of China Healthwise Holdings Limited (the “**Company**”) will be held at Meeting Room (Soho 1), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Wednesday, 18 June 2025 at 10:30 a.m. for the following purposes:

#### AS ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements of the Company and its subsidiaries (the “**Group**”) and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2024.
2. To consider and approve, each as separate resolution, if thought fit, the following resolutions:
  - (a) To re-elect Ms. Lo Ming Wan as executive Director.
  - (b) To re-elect Mr. Yuan Huixia as executive Director.
  - (c) To re-elect Mr. Yang Qiangsheng as executive Director.
  - (d) To re-elect Mr. Tsang Chin Pang as independent non-executive Director.
  - (e) To authorise the board of Directors to fix the remuneration of the respective Directors.
3. To re-appoint Messrs. HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the Directors to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (1) subject to paragraph (3) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Exchange**”) (the “**Listing Rules**”), the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and deal with ordinary shares of the Company (the “**Shares**”) (including any sale or transfer of treasury Shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury) and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into the Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (2) the approval in paragraph (1) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into the Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (3) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors (including any sale or transfer of treasury Shares out of treasury) pursuant to the approval in paragraph (1) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of the Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into the Shares, shall not exceed 20% of the number of the issued Shares (excluding treasury Shares) as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (4) for the purposes of this resolution,

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for the Shares open for a period fixed by the Directors to holders of the Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions 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 which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT**

- (1) subject to paragraph (2) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all powers of the Company to repurchase the Shares on the Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Exchange for this purpose, to determine whether such Shares repurchased shall be held as treasury Shares by the Company or otherwise be cancelled, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (2) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (1) above shall not exceed 10% of the number of issued Shares (excluding treasury Shares) as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (3) for the purposes of this resolution,

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
  - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of resolutions no. 4 and no. 5 set out in the notice convening this meeting, the general mandate granted to the Directors to allot, issue or otherwise deal with Shares pursuant to resolution no. 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto the aggregate number of Shares repurchased by the Company under the authority granted pursuant to resolution no. 5 set out in the notice convening this meeting, provided that such amount of Shares so repurchased shall not exceed 10% of the total number of the issued Shares (excluding treasury Shares) as at the date of passing the said resolution.”

By Order of the Board  
**China Healthwise Holdings Limited**  
**Lei Hong Wai**  
*Chairman and Executive Director*

Hong Kong, 29 April 2025

*Notes:*

1. All resolutions at the meeting will be taken by poll pursuant to the Company’s articles of association and the Listing Rules. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. The register of members of the Company will be closed from Friday, 13 June 2025 to Wednesday, 18 June 2025 (both dates inclusive), during which period no transfer of shares of the Company will be registered.
3. In order to qualify for the attendance and voting at the annual general meeting, all transfer documents accompanied by the relevant shares certificates for registration must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 12 June 2025.
4. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (who must be an individual or individuals) to attend and vote instead of him. A proxy need not be a shareholder of the Company.
5. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority must be delivered to the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude you from attending and voting in person at the meeting and any adjournment thereof if you so wish.



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## NOTICE OF ANNUAL GENERAL MEETING

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6. Concerning resolutions nos. 4 and 6 above, approval is being sought from shareholders as a general mandate in compliance with the Listing Rules, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to allot, issue or otherwise deal with Shares up to 20 per cent of the total number of issued Shares (excluding treasury Shares) as at the date of passing of the relevant resolutions.
7. In relation to resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company.
8. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at or after 8:00 a.m. and before the scheduled meeting time, the above meeting will not be held on Wednesday, 18 June 2025. The date of the postponed meeting will be rescheduled as soon as practicable. Shareholders may contact Customer Service Hotline of Tricor Investor Services Limited at (852) 2980-1333 from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays) for any enquiry regarding the aforesaid arrangement.
9. Where there are joint holders of any share in the Company, 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/they were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other holder(s) and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
10. No gifts, food or beverages will be provided to attendees at the meeting.
11. References to time and dates in this notice are to Hong Kong time and dates.
12. The translation of this notice into Chinese language is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this notice, the executive Directors are Mr. Lei Hong Wai (Chairman), Mr. Cheung Kwok Wai Elton (Vice Chairman), Mr. Leung Alex, Ms. Lo Ming Wan, Mr. Yuan Huixia and Mr. Yang Qiangsheng; and the independent non-executive Directors are Mr. Lai Hok Lim, Mr. Lien Wai Hung and Mr. Tsang Chin Pang.*