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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)

DISCLOSEABLE TRANSACTION — PROVISION OF FINANCIAL ASSISTANCE AND ADVANCE TO AN ENTITY

PROVISION OF FINANCIAL ASSISTANCE

The Board announces that on 6 December 2021 (after trading hours of the Stock Exchange), the Loan Agreement was entered into between Good Cheer Global as lender and Customer M as borrower. Pursuant to the Loan Agreement, Good Cheer Global has conditionally agreed to grant the Facilities of up to a principal amount of HK\$50 million to Customer M for a term of 24 months from the date on which the Loan Agreement becoming unconditional.

The principal terms and conditions of the Loan Agreement are set out in the paragraph headed “The Loan Agreement” in this announcement.

IMPLICATIONS UNDER THE LISTING RULES

As two of the relevant percentage ratios (as defined under the Listing Rules) in respect of the grant of the Facilities under the Loan Agreement are more than 5% but all are less than 25%, the grant of the Facilities under the Loan Agreement constitutes a discloseable transaction for the Company under the Listing Rules and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

Pursuant to the Loan Agreement, the principal amount of the Facilities granted to Customer M exceeds 8% under the assets ratio as defined under Rule 14.07(1) of the Listing Rules and constitutes an advance to an entity under Rule 13.13 of the Listing Rules. Accordingly, the granting of the Facilities under the Loan Agreement is also subject to the general disclosure obligations under Rule 13.15 of the Listing Rules.

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The Loan Agreement

The principal terms and conditions of the Loan Agreement are summarised as follows:

Date	:	6 December 2021
Lender	:	Good Cheer Global, a licensed money lender in Hong Kong
Borrower	:	Customer M
Principal amount of the Facilities	:	Up to HK\$50 million
Interest rate	:	9% per annum, payable quarterly
Default interest rate	:	9% per annum on overdue sums, including outstanding principal amount of the Loan, interest and other amounts payable under the Loan Agreement, from the due date until payment in full.
Security	:	No security is provided by Customer M.
Availability period	:	24 months commencing from the date on which the Loan Agreement becoming unconditional. If (i) Customer M has not made the first drawing of the Facilities for 90 days (or such other number of days as Customer M and Good Cheer Global may agree in writing) after the commencement of the availability period; or (ii) Customer M has not made a drawing for 15 days (or such other number of days as Customer M and Good Cheer Global may agree in writing) after Customer M has repaid all the principal amount of the Loan, the interest accrued thereon and all other outstanding amounts under the Loan Agreement to Good Cheer Global, the Facilities shall automatically be cancelled and no longer be available for drawing.
Final repayment date	:	The date falling 24 months after the date on which the Loan Agreement becoming unconditional.
Repayment	:	Customer M shall repay the principal amount of the Loan in full together with the interest accrued thereon in one lump sum on the final repayment date.

- Prepayment : Customer M may prepay to Good Cheer Global the whole or any part of the outstanding principal amount of the Loan before the final repayment date provided that (i) Customer M shall have given to Good Cheer Global prior written notice specifying the amount to be prepaid and the date on which prepayment is to be made, and (ii) Customer M shall, on the date of prepayment, pay to Good Cheer Global all accrued interest on the amount prepaid.
- Re-borrowing and drawing : Any amounts prepaid by Customer M before the final repayment date shall be available for re-borrowing and drawing provided that the aggregate outstanding principal amount of the Loan shall not exceed HK\$50 million.
- Conditions precedent : The Loan Agreement is conditional upon the fulfillment of the following conditions:
- (a) the publication of an announcement of the Company in relation to the Loan Agreement and the transactions contemplated thereunder in compliance with Chapter 14 of the Listing Rules;
 - (b) all representations and warranties made by Customer M in the Loan Agreement or in connection therewith being true and correct with the same effect as though made on and as of the date of drawing with reference to the facts and circumstances then subsisting;
 - (c) no event of default having occurred and no potential event of default having occurred (or being likely to occur as a result of the Loan being made); and
 - (d) Good Cheer Global having received and found satisfactory such additional information and documents relating to Customer M as Good Cheer Global may reasonably require.
- Long stop date : 20 December 2021 (or such later date as Customer M and Good Cheer Global may agree in writing).

Funding of the Facilities

The Facilities will be financed by internal resources of the Group.

Information on Customer M

Mr. Chan Koon Wa is an individual who is a merchant.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquires, Customer M is a third party independent of the Company and its connected persons (as defined under the Listing Rules).

Information on the Group and Good Cheer Global

The Company is an investment holding company and the Group is principally engaged in sales of Chinese health products, money lending business and investment in financial instruments.

Good Cheer Global is a money lender licensed in Hong Kong under the provisions of the Money Lenders Ordinance. Good Cheer Global conducts money lending business in Hong Kong through the provision of secured and unsecured loans to customers.

Reasons for and benefits of the grant of the Facilities under the Loan Agreement

As money lending is one of the principal activities of the Group, the granting of the Facilities to Customer M is in the ordinary and usual course of business of the Group.

The terms of the Loan Agreement are negotiated on an arm's length basis between Good Cheer Global and Customer M. The Directors are of the view that the terms of the Loan Agreement are on normal commercial terms. Given that a stable interest income is generated from the Loan during the term of the Loan Agreement, the Directors consider that the grant of the Facilities under the Loan Agreement is fair and reasonable and in the interests of the Company and its shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As two of the relevant percentage ratios (as defined under the Listing Rules) in respect of the grant of the Facilities under the Loan Agreement are more than 5% but all are less than 25%, the grant of the Facilities under the Loan Agreement constitutes a discloseable transaction for the Company under the Listing Rules and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

Pursuant to the Loan Agreement, the principal amount of the Facilities granted to Customer M exceeds 8% under the assets ratio as defined under Rule 14.07(1) of the Listing Rules and constitutes an advance to an entity under Rule 13.13 of the Listing Rules. Accordingly, the granting of the Facilities under the Loan Agreement is also subject to the general disclosure obligations under Rule 13.15 of the Listing Rules.

DEFINITIONS

In this announcement, the following words and expressions shall, unless the context otherwise requires, have the same meanings when used herein:

“Board”	the board of Directors
“Company”	China Healthwise Holdings Limited, 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 (stock code: 348)
“Customer M”	Mr. Chan Koon Wa
“Director(s)”	the director(s) of the Company
“Facilities”	the Loan to be made available by Good Cheer Global to Customer M under the Loan Agreement
“Good Cheer Global”	Good Cheer Global Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	the principal amount of up to HK\$50 million to be advanced by Good Cheer Global to Customer M subject to and upon the terms and conditions of the Loan Agreement or any part thereof and for the time being outstanding
“Loan Agreement”	the conditional loan agreement dated 6 December 2021 and entered into between Good Cheer Global as lender and Customer M as borrower relating to the grant of the Facilities
“Money Lenders Ordinance”	the Money Lenders Ordinance (Chapter 163 of the laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“HK\$” Hong Kong dollars, the lawful currency of Hong Kong

“%” per cent.

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

Hong Kong, 6 December 2021

As at the date of this announcement, the Executive Directors are Mr. Lei Hong Wai (Chairman), Mr. Cheung Kwok Wai Elton (Vice Chairman), Mr. Leung Alex, Ms. Lo Ming Wan, Mr. Tse Chi Keung and Mr. Yuan Huixia; and the independent non-executive Directors are Mr. Lai Hok Lim, Mr. Lien Wai Hung and Mr. Wong Tak Chuen.