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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 EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of China Healthwise Holdings Limited (the “**Company**”) will be held at Meeting Room (Soho 2), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Wednesday, 11 August 2021 at 11:00 a.m. (the “**EGM**”) for the following purposes:

### SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the fulfilment of all conditions set out in the section headed “Conditions of the Capital Reorganisation” in the circular of the Company dated 19 July 2021 (the “**Circular**”), a copy of which has been tabled at the EGM marked “A” and initialled by the chairman of the EGM for identification purpose, with effect from the date on which those conditions are fulfilled:

- (i) the nominal or par value of each of the issued ordinary shares of the Company (the “**Shares**”) be reduced from HK\$1.00 to HK\$0.01 per issued Share by cancelling the paid up share capital to the extent of HK\$0.99 per issued Share (the “**Capital Reduction**”);
- (ii) immediately following the Capital Reduction, each of the authorised but unissued Shares of nominal or par value of HK\$1.00 each be sub-divided into one hundred (100) ordinary shares of nominal or par value of HK\$0.01 each (the “**Adjusted Shares**”) (the “**Share Sub-division**”);
- (iii) the amount standing to the credit of the share premium account of the Company be reduced (the “**Share Premium Reduction**”, together with the Capital Reduction and the Share Sub-division, the “**Capital Reorganisation**”);
- (iv) immediately following the Capital Reorganisation, the authorised share capital of the Company be changed from HK\$1,500,000,000 divided into 1,500,000,000 Shares and US\$4,000,000 divided into 40 preference shares of US\$100,000 each (“**Preference Shares**”) to HK\$1,500,000,000 divided into 150,000,000,000 Adjusted Shares and US\$4,000,000 divided into 40 Preference Shares;

- (v) the credit arising from the Capital Reduction and the Share Premium Reduction be applied towards setting off of the accumulated losses of the Company in a manner as permitted by the Companies Act, Cap. 22 (Act 3 of 1961), of the Cayman Islands as consolidated and revised and other applicable laws;
- (vi) each of the Adjusted Shares arising from the Capital Reorganisation shall rank *pari passu* in all respects with each other and will have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company; and
- (vii) any director of the Company be and is hereby authorised to sign and execute such documents and do all such acts and things and to take such steps as they consider necessary, desirable or expedient in connection with the implementation of or giving effect to the Capital Reorganisation and the transactions contemplated thereunder.

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

Hong Kong, 19 July 2021

*Notes:*

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (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, 6 August 2021 to Wednesday, 11 August 2021 (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 extraordinary 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 Abacus Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Thursday, 5 August 2021.
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 notorially certified copy of such power of attorney or authority must be delivered to the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, 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.

6. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted, or extreme condition is in force at or after 8:00 a.m. and before the scheduled meeting time, the above meeting will not be held on Wednesday, 11 August 2021. The date of the postponed meeting will be rescheduled as soon as practicable. Shareholders may contact Customer Service Hotline of Tricor Abacus 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.
7. 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.
8. Taking into account the recent development of the epidemic caused by novel coronavirus (COVID-19) pneumonia, the Company will implement the following prevention and control measures at the meeting against the epidemic to protect the shareholders from the risk of infection:— (i) compulsory body temperature checks will be conducted on every shareholder of the Company, proxy and other attendee at the entrance of the venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the venue or be required to leave the venue; (ii) the Company requests attendees to wear surgical face masks inside the venue at all times, and to maintain a safe distance between seats; and (iii) no refreshments will be served, and there will be no corporate gifts. Furthermore, the Company wishes to advise the shareholders of the Company, particularly shareholders of the Company who are subject to quarantine in relation to COVID-19, that they may appoint the chairman of the meeting as a proxy to vote on the resolution, instead of attending the meeting in person.
9. References to time and dates in this notice are to Hong Kong time and dates.
10. The translation of this notice into Chinese language is for reference only. In case of any inconsistency, the English version shall prevail.
11. As at the date of this notice, the executive directors of the Company 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 of the Company are Mr. Lai Hok Lim, Mr. Lien Wai Hung and Mr. Wong Tak Chuen.