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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 the extraordinary general meeting of China Healthwise Holdings Limited (the “**Company**”) will be held at MJC Members’ Clubhouse, 1/F., China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Thursday, 15 November 2018 at 11:00 a.m., for the purpose of considering and, if thought fit, passing with or without modification the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTION

1. “**THAT**

- (i) the conditional rights attached to the bond issue by the Company in an aggregate principle amount of HK\$120 million at an initial conversion price of HK\$0.1 per share (subject to adjustments) (the “**Convertible Rights**”) pursuant to the subscription agreement dated 8 October 2018 (the “**Subscription Agreement**”) between the Company and Heng Tai Finance Limited (a copy of which having been produced to the meeting marked “A” and initialed by the chairman of the meeting for identification purposes) be and are hereby approved;
- (ii) conditional upon the listing committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in, the Conversion Shares (as defined below) to be issued and allotted upon the conversion of the Convertible Shares, the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate to issue and allot up to 1,200,000,000 ordinary shares of HK\$0.1 each of the Company to be issued upon exercise of the Conversion Rights at an initial conversion price of HK\$0.1 per share (subject to adjustments) (the “**Conversion Shares**”); and
- (iii) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and sign and execute all such documents and to take such steps as he/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Subscription Agreement and the transaction contemplated thereby, including but not limited to the Convertible Rights and the issue and allotment of the Conversion Shares.”

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

Hong Kong, 30 October 2018

Registered Office:

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

Principal Place of Business:

Unit 1209, Shun Tak Centre
West Tower
168-200 Connaught Road Central
Hong Kong

Notes:

- (1) At the extraordinary general meeting of the Company (“EGM”), the Chairman of the EGM will put each of the above resolution to be voted by way of a poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- (2) A member of the Company entitled to attend and vote at the EGM (or any adjournment thereof) is entitled to appoint another person as his/her/their proxy to attend and vote instead of him/her/them. A member who is the holder of two or more shares in the capital of the Company may appoint more than one proxy to attend and vote on the same occasion. A proxy need not be a member of the Company.
- (3) To be valid, the form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited with the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before time fixed for holding the EGM (or any adjournment thereof). Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting convened and in such event the form of proxy shall be deemed to be revoked.
- (4) The register of members of the Company will be closed from Monday, 12 November 2018 to Thursday, 15 November 2018 (both days inclusive), for the purpose of determining shareholders’ entitlement to attend and vote at the EGM, during which period no transfer of shares will be registered. In order to qualify for attending and voting at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 9 November 2018.
- (5) Where there are joint holders of any share in the Company, any one of such joint holders may vote at the EGM, 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 EGM, 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.
- (6) A circular containing the particulars in connection with the issue of the Bond by the Company to the Subscriber has been despatched to members of the Company.
- (7) As at the date of this notice, the Executive Directors are Mr. Lei Hong Wai (Chairman), Mr. Leung Alex (Vice Chairman), Mr. Tse Chi Keung, Mr. Lee Chan Wah and Ms. Lo Ming Wan; the Non-executive Director is Mr. Diao Yunfeng; and the Independent Non-executive Directors are Mr. Wong Tak Chuen, Mr. Lai Hok Lim and Mr. Lien Wai Hung.