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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)

**DISCLOSUREABLE TRANSACTION –
PROVISION OF FINANCIAL ASSISTANCE RELATING TO
THE VARIATION OF TERMS OF THE LOAN**

**PROVISION OF FINANCIAL ASSISTANCE RELATING TO THE VARIATION OF
TERMS OF THE LOAN**

Reference is made to the Announcement in relation to the granting of the Loan in a principal amount of HK\$35 million to Customer A for a term of 1 year. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board announces that on 7 November 2018 (after trading hours of the Stock Exchange), the Supplemental Agreement was entered into between Good Cheer Global and Customer A in relation to 1.) the Loan Extension, which is the extension of the repayment date of the Loan for 1 year from 7 November 2018 to 7 November 2019; 2.) the change of interest payment interval from annual interest payment to quarter interest payment. Save and except for the Loan Extension and the change of interest payment interval, all the terms and conditions of the Loan Agreement remain unchanged and continue in full force and effect.

The summarised principal terms and conditions of the Loan Agreement are disclosed in the Announcement.

The Directors consider that the Loan Extension under the Supplemental Agreement is fair and reasonable and in the interests of the Company and its shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As one of the relevant applicable percentage ratios (calculated in accordance with the Listing Rules) in respect of the Loan Extension is more than 5% but all are less than 25%, the Loan Extension constitutes a discloseable transaction of the Company under the Listing Rules and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

PROVISION OF FINANCIAL ASSISTANCE TO THE VARIATION OF TERMS OF THE LOAN

Variation of terms of the Loan

Reference is made to the announcement of the Company dated 7 November 2017 (the “**Announcement**”) in relation to the granting of the Loan in a principal amount of HK\$35 million to Customer A for a term of 1 year. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board announces that on 7 November 2018 (after trading hours of the Stock Exchange), a supplemental agreement (the “**Supplemental Agreement**”) was entered into between Good Cheer Global and Customer A in relation to 1.) the extension of the repayment date of the Loan for 1 year from 7 November 2018 to 7 November 2019 (the “**Loan Extension**”); 2.) the change of interest payment interval from annual interest payment to quarter interest payment. Save and except for the Loan Extension and the change of interest payment interval, all the terms and conditions of the Loan Agreement remain unchanged and continue in full force and effect.

The summarised principal terms and conditions of the Loan Agreement are disclosed in the Announcement.

Interest accrued under the Loan Agreement (prior to the Loan Extension) has been fully repaid to Good Cheer Global on 7 November 2018.

Information on Customer A

Customer A 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 A 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 development, engineering, manufacturing and sale of toys, commercial kitchen and consumer electronic products, 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 Loan Extension

As money lending is one of the principal activities of the Group, the provision of the Loan and the Loan Extension to Customer A is in the ordinary and usual course of business of the Group.

At the request of Customer A, Good Cheer Global and Customer A negotiated for an extension of the repayment date of the Loan. Having considered the financial background of Customer A, the interest payment history of Customer A and the additional interest income of HK\$2.8 million to be generated to Good Cheer Global from the Loan Extension, the Supplemental Agreement was entered into between Good Cheer Global and Customer A in relation to the Loan Extension as the Directors have considered that the Loan Extension under the Supplemental Agreement is fair and reasonable and in the interests of the Company and its shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As one of the relevant applicable percentage ratios (calculated in accordance with the Listing Rules) in respect of the Loan Extension is more than 5% but all are less than 25%, the Loan Extension constitutes a discloseable transaction of the Company under the Listing Rules and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

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

Hong Kong, 7 November 2018

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