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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)**

### **FULFILLMENT OF CB CONDITIONS PRECEDENT OF THE BOND WITH CONDITIONAL CONVERSION RIGHTS ISSUED UNDER THE SPECIFIC MANDATE**

References are made to the announcements of China Healthwise Holdings Limited (the “**Company**”) dated 8 October 2018 and 15 November 2018 and the circular of the Company dated 30 October 2018 (the “**Circular**”) in relation to, among other things, the Subscription Agreement and the issue and subscription of the Bond. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless otherwise defined.

The Board is pleased to announce that all the CB Conditions Precedent had been fulfilled on 22 November 2018. Accordingly, the Conversion Rights attached to the Bond have become unconditional and irrevocable.

For illustrative purpose only, the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon full conversion of the Bond at the initial Conversion Price pursuant to the Subscription Agreement (assuming that there is no other change in the existing shareholding of the Company) are set out as follows:

	<b>As at the date of this announcement</b>		<b>Immediately upon full conversion of the Bond at the initial Conversion Price pursuant to the Subscription Agreement (assuming that there is no other change in the existing shareholding of the Company)</b>	
	<i>Number of Shares held</i>	<i>Approximate % of total Shares in issue</i>	<i>Number of Shares held</i>	<i>Approximate % of total Shares in issue</i>
Lung Cheong Investment Limited (Note 1)	775,332,240	9.10	775,332,240	7.98
Eternity Finance Group Limited (Note 2)	708,396,000	8.31	708,396,000	7.29
Public Shareholders	7,037,580,120	82.59	7,037,580,120	72.39
Subscriber	–	–	1,200,000,000	12.34
	<u>8,521,308,360</u>	<u>100.00</u>	<u>9,721,308,360</u>	<u>100.00</u>

*Notes:*

1. Lung Cheong Investment Limited is wholly-owned by Rare Diamond Limited. Rare Diamond Limited is beneficially owned as to 70% by Mr. Leung Lun, M.H., and 30% by Mr. Leung Chung Ming, who is the brother of Mr. Leung Lun, M.H.
2. Eternity Finance Group Limited is wholly-owned by Riche (BVI) Limited, which in turn, is wholly-owned by Eternity Investment Limited.

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

Hong Kong, 22 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.*