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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 (the “**EGM**”) 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 Monday, 14 January 2019 at 11:00 a.m. for considering and if thought fit, to approve the following resolution as a special resolution of the Company:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon (i) approval of the Capital Reduction (as defined below) by the Grand Court of the Cayman Islands (the “**Court**”), (ii) registration by the Registrar of Companies of the Cayman Islands of the order of the Court confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies Law of the Cayman Islands in respect of the Capital Reduction; (iii) compliance with any conditions as may be imposed by the Court in relation to the Capital Reduction; and (iv) the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting the permission to deal in, shares of HK\$0.10 each in the share capital of the Company upon the date on which the Capital Reduction (as defined below) becomes effective (the “**Effective Date**”):

- (a) every ten (10) issued and unissued shares of nominal value of HK\$0.10 each in the share capital of the Company be consolidated into one (1) share of nominal value of HK\$1.00 each (the “**Consolidated Share(s)**”) (the “**Share Consolidation**”);
- (b) immediately following the Share Consolidation, (i) the total number of Consolidated Shares in the issued and paid up share capital of the Company be rounded down to a whole number by cancelling any fraction in the issued share capital of the Company which may arise from the Share Consolidation; and (ii) the nominal value of each of the then issued Consolidated Shares be reduced from HK\$1.00 to HK\$0.10 by cancelling the paid-up capital of the Company to the extent of HK\$0.90 on each of the then issued Consolidated Shares (the “**Capital Reduction**”);
- (c) the credits arising from (a) the Capital Reduction; and (b) the cancellation of any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation will be applied towards cancelling the accumulated losses of the Company as at the Effective Date, the excess of which (if any) will be credited to the distributable reserve account of the Company in accordance with the articles of association of the Company (the “**Application of Credit**”);

- (d) immediately following the Capital Reduction becoming effective, each of the authorised but unissued Consolidated Shares of nominal value of HK\$1.00 each be sub-divided into ten (10) unissued Consolidated Shares of nominal value of HK\$0.10 each (the “**Share Subdivision**”); and
- (e) the directors be and are hereby authorized generally to do all such acts, deeds and things and execute all such documents as they shall, in their absolute discretion, deem appropriate to effect and implement the Share Consolidation, the Capital Reduction, the Application of Credit and Share Subdivision.”

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

Hong Kong, 21 December 2018

Registered Office:

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

Principal Place of Business:

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West Tower
168-200 Connaught Road Central
Hong Kong

Notes:

- (1) At the EGM, the Chairman of the EGM will put each of the above special 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 Thursday, 10 January 2019 to Monday, 14 January 2019 (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 Wednesday, 9 January 2019.

- (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 Capital Reorganisation 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), 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.