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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in China Healthwise Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSED CAPITAL REORGANISATION;  
PROPOSED CHANGE IN BOARD LOT SIZE;  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting of the Company to 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. is set out on pages EGM-1 to EGM-3 of this circular.

Whether or not you are able to attend, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the office of the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time of the meeting.

Completion and return of the proxy form will not preclude you from attending and voting at the meeting or any adjournment thereof (as the case may be) should you so wish.

21 December 2018

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## DEFINITIONS

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*In this circular, the following expressions shall have the following meanings unless the context requires otherwise:*

“Board”	the board of Directors
“Bond”	the convertible bond in an aggregate principal amount of HK\$120 million issued by the Company to the Subscriber on 11 October 2018
“Business Day”	a day (other than a Saturday, Sunday or public holidays or days on which a typhoon signal 8 or above or black rainstorm signal is hoisted in Hong Kong at 10:00 a.m.) on which banks in Hong Kong are generally open for business
“Capital Reduction”	the cancellation of any fraction in the issued share capital of the Company arising as a result of the Share Consolidation (if applicable) and the proposed reduction of the nominal value of each of the then issued Consolidated Shares from HK\$1.00 to HK\$0.10 by cancelling the paid-up capital to the extent of HK\$0.90 on each of the then issued Consolidated Shares
“Capital Reorganisation”	the proposed reorganisation of the share capital of the Company involving the Share Consolidation, the Capital Reduction and the Share Sub-division
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change in Board Lot Size”	the proposed change in board lot size of the Existing Shares for the trading on the Stock Exchange from 2,000 Existing Shares to 10,000 New Shares upon the Capital Reorganisation becoming effective
“Company”	China Healthwise Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares are listed on the Main Board of the Stock Exchange under stock code: 348
“Consolidated Share(s)”	ordinary share(s) of HK\$1.00 each in the issued and unissued share capital of the Company upon the Share Consolidation but before the Capital Reduction and the Share Sub-division becoming effective

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## DEFINITIONS

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“Court”	The Grand Court of the Cayman Islands
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held to consider and, if thought fit, approve the Capital Reorganisation
“Existing Share(s)”	ordinary share(s) of HK\$0.10 each in the issued and unissued share capital of the Company before the Share Consolidation becoming effective
“Group”	the Company and its subsidiaries
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	18 December 2018, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Committee”	the listing committee of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share(s)”	the ordinary share(s) of par value of HK\$0.10 each in the share capital of the Company immediately upon the Capital Reorganisation becoming effective
“Share(s)”	Existing Share(s), Consolidated Share(s) and/or New Share(s), as the case may be
“Shareholder(s)”	the holder(s) of the issued Share(s)
“Share Consolidation”	the proposed share consolidation of every ten (10) issued and unissued Existing Shares of nominal value of HK\$0.10 each in the share capital of the Company into one (1) Consolidated Share of nominal value of HK\$1.00 each
“Share Option Scheme”	the share option scheme adopted by the Company on 14 September 2012

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## DEFINITIONS

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“Share Options”	the total of 340,000,000 outstanding share options granted by the Company pursuant to the Share Option Scheme
“Share Sub-division”	the proposed sub-division of each of the authorised but unissued Consolidated Shares of nominal value of HK\$1.00 each into ten (10) New Shares of nominal value of HK\$0.10 each
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriber”	Heng Tai Finance Limited, a company incorporated in Hong Kong with limited liability and a subsidiary of Heng Tai Consumables Group Limited (a company incorporated in the Cayman Islands and the shares of which are listed on the Main Board of the Stock Exchange under stock code: 197)
“US\$”	United States dollars, the lawful currency of the United States of America
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

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## EXPECTED TIMETABLE

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*The tentative timetable for the Capital Reorganisation and the Change in Board Lot Size is set out below:*

<b>Event</b>	<b>Time and date</b>
Latest date and time for lodging transfer documents in order to qualify for attending and voting at the EGM . . . . .	4:30 p.m. on Wednesday, 9 January 2019
Closure of register of members of the Company for the entitlement to attend and vote at the EGM . . . . .	Thursday, 10 January 2019 to Monday, 14 January 2019 (both days inclusive)
Latest time for lodging the proxy form of the EGM (not less than 48 hours prior to the time of the EGM) . . . . .	11:00 a.m. on Saturday, 12 January 2019
Date and time of the EGM . . . . .	11:00 a.m. on Monday, 14 January 2019
Announcement of poll results of the EGM . . . . .	Monday, 14 January 2019
<p style="text-align: center;"><i>The following events are conditional on the results of the EGM and the approval from the Court and therefore the dates are tentative:</i></p>	
Effective date of the Capital Reorganisation . . . . .	Monday, 15 April 2019
Commencement of dealings in the New Shares . . . . .	9:00 a.m. on Monday, 15 April 2019
Original counter for trading in the Existing Shares in board lots of 2,000 Existing Shares (in the form of existing share certificates) temporarily closes . . . . .	9:00 a.m. on Monday, 15 April 2019
Temporary counter for trading in the New Shares in board lots of 200 New Shares (in the form of existing share certificates) opens . . . . .	9:00 a.m. on Monday, 15 April 2019

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## EXPECTED TIMETABLE

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Event	Time and date
First day of free exchange of the existing share certificates for new share certificates for the New Shares . . . . .	Monday, 15 April 2019
Original counter for trading in the New Shares in board lots of 10,000 New Shares (in the form of new share certificates) re-opens . . . . .	9:00 a.m. on Thursday, 2 May 2019
Parallel trading in the New Shares (in the form of new share certificates and existing share certificates) commences . . . . .	9:00 a.m. on Thursday, 2 May 2019
Designated broker starts to stand in the market to provide matching services for odd lots of the New Shares . . . . .	9:00 a.m. on Thursday, 2 May 2019
Temporary counter for trading in the New Shares in board lots of 200 New Shares (in the form of existing share certificates) closes . . . . .	4:00 p.m. on Thursday, 23 May 2019
Parallel trading in the New Shares (in the form of new share certificates and existing share certificates) ends . . . . .	4:00 p.m. on Thursday, 23 May 2019
Designated broker ceases to stand in the market to provide matching services for odd lots of the New Shares . . . . .	4:00 p.m. on Thursday, 23 May 2019
Last day for free exchange of existing share certificates for new share certificates for the New Shares . . . . .	Monday, 27 May 2019

*All times and dates in this circular refer to Hong Kong local times and dates. The expected timetable set out above is indicative only and may be subject to changes. Any changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.*

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**LETTER FROM THE BOARD**

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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)**

*Executive Directors*

Lei Hong Wai (*Chairman*)  
Leung Alex (*Vice Chairman*)  
Lo Ming Wan  
Tse Chi Keung  
Yuan Huixia

*Registered Office:*

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

*Non-executive Director*

Diao Yunfeng

*Principal Place of Business:*

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

*Independent Non-executive Directors*

Lai Hok Lim  
Lien Wai Hung  
Wong Tak Chuen

21 December 2018

*To the Shareholders*

Dear Sir or Madam,

**PROPOSED CAPITAL REORGANISATION  
AND  
PROPOSED CHANGE IN BOARD LOT SIZE**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 10 December 2018 in relation to the Capital Reorganisation and Change in Board Lot Size.

The purpose of this circular is to provide you with information regarding the proposed Capital Reorganisation and the proposed Change in Board Lot Size and to give you the notice of the EGM at which a special resolution will be proposed to consider and, if thought fit, approve the Capital Reorganisation.

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## LETTER FROM THE BOARD

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### PROPOSED CAPITAL REORGANISATION

The Company proposes to implement the Capital Reorganisation which involves the Share Consolidation, the Capital Reduction and the Share Sub-division as follows:

#### (1) Share Consolidation

Every ten (10) Existing Shares of nominal value of HK\$0.10 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of nominal value of HK\$1.00 each.

#### (2) Capital Reduction

The Capital Reduction will be effected immediately upon the Share Consolidation becoming effective, pursuant to which (i) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation will 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 will 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 credits arising from (a) such reduction of the paid up capital; 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 of the Capital Reduction, 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.

#### (3) Share Sub-division

Immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares of nominal value of HK\$1.00 each will be sub-divided into ten (10) New Shares of nominal value of HK\$0.10 each.

### Conditions of the Capital Reorganisation

The Capital Reorganisation is conditional upon:

- (i) the passing of the special resolution by the Shareholders to approve the Capital Reorganisation at the EGM;
- (ii) an order being made by the Court confirming the Capital Reduction;
- (iii) compliance with any conditions which the Court may impose in relation to the Capital Reduction;

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## LETTER FROM THE BOARD

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- (iv) registration by the Registrar of Companies in the Cayman Islands of a copy 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 with respect to the Capital Reduction;
- (v) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation and the New Shares which may fall to be allotted and issued upon exercise of the Share Options and conversion of the Bond; and
- (vi) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation.

### **Effects of the Capital Reorganisation**

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$1,500,000,000 divided into 15,000,000,000 Existing Shares of HK\$0.10 each and US\$4,000,000 divided into 40 preference shares of US\$100,000 each, of which 8,521,308,360 Existing Shares have been issued and fully paid or credited as fully paid. Assuming there will be no change in the share capital of the Company from the Latest Practicable Date until the effective date of the Capital Reorganisation, the authorised share capital of the Company will be HK\$1,500,000,000 divided into 15,000,000,000 New Shares of nominal value of HK\$0.10 each and US\$4,000,000 divided into 40 preference shares of US\$100,000 each, of which 852,130,836 New Shares will be in issue and the aggregate nominal value of the issued share capital of the Company will be HK\$85,213,083.6 upon the Capital Reorganisation becoming effective.

Based on the 8,521,308,360 Existing Shares of HK\$0.10 each in issue as at the Latest Practicable Date and the 852,130,836 New Shares of HK\$0.10 each immediately upon the Capital Reorganisation becoming effective, a credit of HK\$766,917,752.4 will arise as a result of the Capital Reorganisation. It is proposed that the total credit arising in the accounts of the Company from the Capital Reorganisation will be applied towards cancelling the accumulated losses of the Company upon the Capital Reorganisation becoming effective. Any excess of such credits will be transferred to the distributable reserve account of the Company which may be utilised by the Board in any manner as the Board may deem fit as may be permitted under the applicable laws.

Shareholders and potential investors should note that the credits arising in the books from the Capital Reorganisation will be subject to change depending on the number of the Existing Shares in issue immediately prior to the Capital Reorganisation becoming effective.

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## LETTER FROM THE BOARD

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Assuming no further Existing Shares will be issued or repurchased after the Latest Practicable Date but prior to the effective date of the Capital Reorganisation, the effect of the Capital Reorganisation and the share capital structure of the Company is summarised below:

	<b>As at the Latest Practicable Date</b>	<b>Immediately after the Capital Reorganisation</b>
Nominal value	HK\$0.10 per Existing Share and US\$100,000 per preference share	HK\$0.10 per New Share and US\$100,000 per preference share
Authorised share capital	HK\$1,500,000,000.00 and US\$4,000,000.00	HK\$1,500,000,000.00 and US\$4,000,000.00
Number of authorised shares	15,000,000,000 Existing Shares and 40 preference shares of US\$100,000 each	15,000,000,000 New Shares and 40 preference shares of US\$100,000 each
Number of issued shares	8,521,308,360 Existing Shares	852,130,836 New Shares
Issued share capital	HK\$852,130,836.0	HK\$85,213,083.6

Other than the relevant expenses, including but not limited to professional fees and printing charges to be incurred, the implementation of the Capital Reorganisation will have no material effect on the consolidated net asset value of the Group, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the proportionate interests of the Shareholders, save for any fractional New Shares to which Shareholders may be entitled. The Board believes that the Capital Reorganisation will not have any material adverse effect on the financial position of the Group.

### **Status of the New Shares**

All New Shares in issue immediately following the Capital Reorganisation becoming effective will rank *pari passu* in all respects with each other and the Capital Reorganisation will not result in any change in the relative rights of the Shareholders.

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## LETTER FROM THE BOARD

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### **Listing Application**

An application will be made by the Company to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in, the New Shares arising from the Capital Reorganisation and the New Shares which may fall to be allotted and issued upon exercise of the Share Options and conversion of the Bond.

No part of the securities of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal in is being currently proposed to be sought from any other stock exchange.

Subject to the granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange upon the Capital Reorganisation becoming effective, as well as compliance with the stock admission requirements of HKSCC, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the New Shares to be admitted into CCASS.

### **Adjustment in relation to other securities of the Company**

As at the Latest Practicable Date, there were (i) 340,000,000 Share Options; and (ii) the Bond with conversion rights in an aggregate principal amount of HK\$120,000,000, which entitles the holder(s) thereof to convert to a maximum of 1,200,000,000 Existing Shares upon exercise of the conversion rights attaching to the Bond. Under the relevant terms and conditions of the Share Option Scheme and the Bond, the Capital Reorganisation may lead to adjustments to the exercise price and number of Share Options, and the conversion price of the Bond and the number of Shares falling to be issued upon exercise of the conversion rights pursuant to the terms and conditions of the Bond respectively. Further announcement will be made by the Company in respect of such adjustments as and when appropriate.

Save as aforesaid, the Company does not have any other derivatives, options, warrants and conversion rights or other similar rights which are convertible or exchangeable into Existing Shares as at the Latest Practicable Date.

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## LETTER FROM THE BOARD

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### **PROPOSED CHANGE IN BOARD LOT SIZE**

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in the board lot size of 2,000 Existing Shares. The Board proposes to change the board lot size for trading on the Stock Exchange from 2,000 Existing Shares to 10,000 New Shares upon the Capital Reorganisation becoming effective.

Based on the closing price of HK\$0.06 per Existing Share (equivalent to the closing price of HK\$0.6 per New Share) on the Latest Practicable Date, the value of each board lot of 10,000 New Shares (assuming that the Capital Reorganisation had already become effective) would be HK\$6,000. The Change in Board Lot Size will not, by itself, affect any rights of the Shareholders.

### **OTHER ARRANGEMENTS**

#### **Fractional New Shares**

Fractional New Shares, if any, arising from the Capital Reorganisation will not be issued to the Shareholders but all such fractional New Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional New Shares will only arise in respect of the entire shareholding of a Shareholder in the Existing Shares regardless of the number of share certificates held by such Shareholder.

#### **Odd lots arrangement and matching service**

In order to facilitate the trading of odd lots, if any, of the New Shares, the Company has appointed Global Mastermind Securities Limited as an agent to provide matching service, on a best effort basis, to those Shareholders who wish to purchase odd lots for making up a full board lot, or to sell their holding of odd lots of the New Shares at the relevant market price per New Share and the matching period commences from 9:00 a.m. on Thursday, 2 May 2019 to 4:00 p.m. on Thursday, 23 May 2019 (both dates inclusive). Shareholders who wish to take advantage of this facility either to dispose of their odd lots of the New Shares or top up to a full board lot may, directly or through their brokers, contact Mr. Lee Geng Rong of Global Mastermind Securities Limited at 25/F, Nam Wo Hong Building, 148 Wing Lok Street, Sheung Wan, Hong Kong at (852) 2763 3919 during office hours within the aforesaid period.

Shareholders should note that there is no guarantee provided for the matching of the sale and purchase of odd lots of the New Shares.

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## LETTER FROM THE BOARD

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### **Free exchange of New Shares certificates**

Subject to the Capital Reorganisation becoming effective tentatively on Monday, 15 April 2019, the Shareholders may during the period from Monday, 15 April 2019 to Monday, 27 May 2019 (both days inclusive) between 9:00 a.m. and 4:00 p.m. on any Business Day, submit their existing share certificates in the colour of blue for the Existing Shares to the Company's share registrar, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, to exchange, at the expense of the Company, for new share certificates in the colour of green for the New Shares.

Thereafter, each existing share certificate for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such higher amount as may from time to time be specified by the Stock Exchange) for each share certificate for the Existing Shares cancelled or each new share certificate issued for the New Shares, whichever the number of share certificates cancelled/issued is higher. The existing share certificates for the Existing Shares will continue to be good evidence of legal title and may be exchanged for new share certificates the New Shares at any time after 4:00 p.m. on Thursday, 23 May 2019, but will cease to be valid for delivery, trading and settlement purposes.

### **REASONS FOR THE CAPITAL REORGANISATION AND CHANGE IN BOARD LOT SIZE**

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer is required either to change the trading method or to proceed with a consolidation or splitting of its securities. In view of the recent trading price of the Existing Shares, the Board proposes to implement the Capital Reorganisation in order to comply with the trading requirements of the Listing Rules. In addition, the Capital Reorganisation will also provide the Company with greater flexibility in possible fund raisings in the future. As at the Latest Practicable Date, the Company has no concrete plan or intention for any fund raising activity for the Group in the coming 12 months. The Directors further confirm that there is no intention to carry out other corporate action in the next 12 months which may have an effect of undermining or negating the intended purpose of the Capital Reorganisation and Change in Board Lot Size.

As the board lot value after the Capital Reorganisation and the Change in Board Lot Size, calculated based on the closing price on the Latest Practicable Date, will be HK\$6,000, which is over the minimum transaction costs for a securities trade of HK\$2,000 but not too high, the Board considers that the Capital Reorganisation and the Change in Board Lot Size is in the interests of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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### EXTRAORDINARY GENERAL MEETING

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Capital Reorganisation. A notice convening the extraordinary general meeting of the Company to 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. is set out on pages EGM-1 to EGM-3 of this circular.

The votes of the Shareholders on the special resolution for approving the Capital Reorganisation will be taken by way of poll at the EGM. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the relevant special resolution to be proposed at the EGM to approve the Capital Reorganisation.

Whether or not you are able to attend, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the office of the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time of the meeting. Completion and return of the proxy form will not preclude you from attending and voting at the meeting or any adjournment thereof (as the case may be) should you so wish.

For determining the entitlement to attend at vote at the EGM, the register of members of the Company will be closed from Thursday, 10 January 2019 to Monday, 14 January 2019 (both days inclusive), during which period no transfer of shares in the Company will be registered. In order to qualify for attending and voting at the EGM, all transfers, accompanied by the relevant certificates, must be lodged with the branch share registrar of the Company in Hong Kong, Tricor Abacus Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong by no later than 4:30 p.m. on Wednesday, 9 January 2019.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors consider that the Capital Reorganisation is in the best interest of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolution approving the Capital Reorganisation at the EGM.

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

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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”);

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*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.