
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker 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 (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker 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)

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS;
GRANTING OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

Resolutions will be proposed at the annual 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 Tuesday, 3 September 2019 at 11:00 a.m. (the “**Annual General Meeting**”) to approve the matters referred to in this circular.

The notice convening the Annual General Meeting together with the form of proxy for use at the Annual General Meeting are enclosed with this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.healthwisehk.com>).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and deliver it to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 54, 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 appointed for the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

23 July 2019

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LETTER FROM THE BOARD

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

*Head Office and Principal Place of
Business in Hong Kong:*

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

23 July 2019

To the shareholders of the Company (the “Shareholders”)

Dear Sir/Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS;
GRANTING OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the following matters to be proposed at the Annual General Meeting: (i) the re-election of the retiring directors of the Company; and (ii) the granting to the Directors of the general mandates to issue and repurchase shares of the Company (collectively the “Proposals”). Your approval for the Proposals will be sought at the Annual 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 Tuesday, 3 September 2019 at 11:00 a.m..

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at 17 July 2019 (being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular (the “**Latest Practicable Date**”)), the Executive Directors are Mr. Lei Hong Wai, Mr. Leung Alex, 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.

In accordance with Article 116 of the Company’s articles of association (the “**Articles of Association**”), the directors retiring by rotation at the Annual General Meeting are Ms. Lo Ming Wan, Mr. Tse Chi Keung and Mr. Yuan Huixia. The Retiring Directors will retire and, being eligible, offer themselves for re-election at the Annual General Meeting (the “**Retiring Directors**”).

The particulars of the three Retiring Directors, which are required to be disclosed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), are set out below:

Executive Directors

- (1) **Ms. Lo Ming Wan** (“**Ms. Lo**”), aged 33, obtained her Bachelor of Business Administration in Accounting and Economics degree from The Hong Kong University of Science and Technology in 2007. She is a member of the Hong Kong Institute of Certified Public Accountants, The Institute of Chartered Secretaries and Administrators in the United Kingdom and The Hong Kong Institute of Chartered Secretaries. She has over 10 years of experience in auditing, accounting, company secretarial matters and financial management.

Ms. Lo has entered into a letter of appointment with the Company as an executive Director for an initial term of three years commencing from 30 March 2017 which shall continue thereafter and may be terminated at any time by a notice in writing served by either Ms. Lo or the Company. Ms. Lo is also subject to the general requirement of retirement by rotation and re-election at the general meetings of the Company under the articles of association of the Company. Ms. Lo is currently entitled to an annual director fee of HK\$120,000, an annual salary and allowance of HK\$949,000, and a discretionary bonus. The remuneration is determined by the Board with reference to her duties and responsibilities with the Company and is subject to review by the Remuneration Committee of the Company from time to time with reference to the Company’s performance and profitability, as well as remuneration benchmark in the industry and the prevailing market condition.

LETTER FROM THE BOARD

Save as disclosed above and as at the date of this circular, Ms. Lo (i) does not hold any position with the Company or other members of the Company and its subsidiaries, (ii) has not held any other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, (iii) has no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company, and (iv) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to Ms. Lo's re-election and there is no information relating to Ms. Lo which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

- (2) **Mr. Tse Chi Keung** (“**Mr. Tse**”), aged 38, obtained his Bachelor Degree of Accounting from The Hong Kong Polytechnic University in 2005. He is a member of the Hong Kong Institute of Certified Public Accountants. He has more than 12 years of experience in auditing, accounting and financial management gained from certain senior positions in an international accounting firm in Hong Kong and a company listed on the Main Board of the Stock Exchange in Hong Kong. He also holds directorships in certain subsidiaries of the Company.

Mr. Tse has entered into a letter of appointment with the Company as an executive Director for an initial term of three years commencing from 16 December 2016 which shall continue thereafter and may be terminated at any time by a notice in writing served by either Mr. Tse or the Company. Mr. Tse is also subject to the general requirement of retirement by rotation and re-election at the general meetings of the Company under the articles of association of the Company. Mr. Tse is currently entitled to an annual director fee of HK\$120,000, an annual salary and allowance of HK\$2,028,000, and a discretionary bonus. The remuneration is determined by the Board with reference to his duties and responsibilities with the Company and is subject to review by the remuneration committee of the Company from time to time with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market condition.

Save as disclosed above and as at the date of this circular, Mr. Tse (i) does not hold any other position with the Company or other members of the Company and its subsidiaries, (ii) has not held any other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, (iii) has no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company, and (iv) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

LETTER FROM THE BOARD

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to Mr. Tse's re-election and there is no information relating to Mr. Tse which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

- (3) **Mr. Yuan Huixia** (“**Mr. Yuan**”), aged 38, has been admitted as a practicing solicitor in the People's Republic of China and has over 16 years of extensive experience in corporate management, investment, legal affairs and business development. He holds a Doctorate Degree in Law, a Master Degree in Law and a Bachelor Degree in Law from the Southwest University of Political Science and Law in the People's Republic of China. During the period from 1 August 2016 to 5 November 2018, Mr. Yuan was an executive director of Man Sang International Limited, a company listed on the Main Board of the Stock Exchange under stock code: 938.

Mr. Yuan has entered into a letter of appointment with the Company as an executive Director for an initial term of three years commencing from 6 November 2018 which shall continue thereafter and may be terminated at any time by a notice in writing served by either Mr. Yuan or the Company. Mr. Yuan is also subject to the general requirement of retirement by rotation and re-election at the general meetings of the Company under the articles of association of the Company. Mr. Yuan is currently entitled to an annual salary and allowance of HK\$2,574,000, and a discretionary bonus. The remuneration is determined by the Board with reference to his duties and responsibilities with the Company and is subject to review by the remuneration committee of the Company from time to time with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market condition.

Save as disclosed above and as at the date of this circular, Mr. Yuan (i) does not hold any other position with the Company or other members of the Company and its subsidiaries, (ii) has not held any other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, (iii) has no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company, and (iv) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to Mr. Yuan's re-election and there is no information relating to Mr. Yuan which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

LETTER FROM THE BOARD

3. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,259,558,360 ordinary Shares of HK\$0.10 each.

Approval is being sought from the Shareholders to grant a general mandate to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with new ordinary shares up to a maximum of 1,651,911,672 ordinary shares, being 20% of the total number of issued ordinary shares of the Company as at the date of passing of the ordinary resolution at the Annual General Meeting granting the said issue mandate, on the basis that no further shares are issued or repurchased prior to the Annual General Meeting. In the event that it becomes desirable for the Company to issue any new ordinary shares, on that basis the Directors are given flexibility and discretion to allot, issue or otherwise deal with new ordinary shares up to a maximum of 1,651,911,672 ordinary shares, being 20% of the total number of issued ordinary shares of the Company as at the date of passing of the ordinary resolution (the “**Issue Mandate**”) and, if separately approved by the Shareholders, by adding to such mandate the aggregate number of the issued ordinary shares repurchased by the Company pursuant to the Repurchase Mandate (as defined hereinafter) (the “**Extension Mandate**”). Such authority will only continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the end of the period within which the Company is required by the laws of the Cayman Islands or the Articles of Association to hold its next annual general meeting; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

4. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to approve the granting of a general mandate to the Directors to exercise the powers of the Company to repurchase ordinary shares representing up to a maximum of 825,955,836 ordinary shares, being 10% of the total number of issued ordinary shares of the Company as at the date of the passing of the ordinary resolution (the “**Repurchase Mandate**”), on the basis that no further shares are issued or repurchased prior to the Annual General Meeting. Such authority will only continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the end of the period within which the Company is required by the laws of the Cayman Islands or the Articles of Association to hold its next annual general meeting; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

An explanatory statement containing the particulars as required by the Listing Rules to provide the requisite information for your consideration of the Repurchase Mandate is set out in the Appendix hereto.

LETTER FROM THE BOARD

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 12 to 17 of this circular. At the Annual General Meeting, resolutions, where applicable, will be proposed to approve, *inter alia*, the re-election of Retiring Directors, the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate.

A form of proxy for use at the Annual General Meeting (and any adjournment thereof) is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.healthwisehk.com. Whether or not you are able to attend the meeting, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and deliver it to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish.

6. VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rules 13.39(4) and 13.39(5) of the Listing Rules (except for procedural and administrative matters), any vote of Shareholders at a general meeting must be taken by poll and the poll results must be announced after the Annual General Meeting in the prescribed manner. Accordingly, the chairman of the Annual General Meeting will demand a poll on each and every resolution put to the vote at the Annual General Meeting.

As at the Latest Practicable Date, no Shareholder is required to abstain from voting on any resolution set out in the notice of Annual General Meeting.

After the conclusion of the Annual General Meeting, the poll results will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.healthwisehk.com.

7. 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 facts the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Directors consider that the proposed re-election of Retiring Directors and proposed granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate mentioned above are all in the best interests of the Company and its Shareholders as a whole and, accordingly, recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

9. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendix hereto. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
For and on behalf of the Board
China Healthwise Holdings Limited
Lei Hong Wai
Chairman and Executive Director

This Appendix serves an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 8,259,558,360 ordinary shares of HK\$0.10 each.

Subject to the passing of the ordinary resolution no. 5 set out in the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and no further ordinary shares are issued or repurchased prior to the Annual General Meeting, the Directors would be allowed under the Repurchase Mandate to repurchase up to a maximum of 825,955,836 ordinary shares of the Company, representing 10% of the total number of shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR REPURCHASES

Although the Directors have no present intention of repurchasing any existing ordinary shares of the Company, the Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share and/or earnings per share of the Company and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

Repurchases would be funded entirely from the Company's available cash flow or working capital which will be funds legally available for such purpose as well as in accordance with its Articles of Association and the laws of the Cayman Islands and/or any other applicable laws, as the case may be. It is envisaged that the funds required for any repurchase would be derived from those funds of the Company, legally permitted to be utilised in that connection, including capital paid up on the ordinary shares of the Company to be repurchased, profits otherwise available for distribution and sums standing to the share premium account of the Company.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 March 2019) in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to make repurchases pursuant to the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARES PRICES

The highest and lowest prices per share at which the ordinary shares of the Company had been traded on the Stock Exchange during each of the previous twelve months immediate before, and in the current month up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
July	0.0890	0.0660
August	0.0850	0.0600
September	0.0780	0.0570
October	0.0760	0.0550
November	0.0650	0.0570
December	0.0740	0.0550
2019		
January	0.0640	0.0390
February	0.0450	0.0360
March	0.0800	0.0380
April	0.0670	0.0400
May	0.0490	0.0350
June	0.0400	0.0360
July (<i>up to the Latest Practicable Date</i>)	0.0500	0.0380

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any shares to the Company, or that they have undertaken not to sell any shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

8. TAKEOVERS CODE

If on the exercise of the power to repurchase shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong (the "**Takeovers Code**"). Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, 1,483,728,240 ordinary shares representing approximately 17.96% of the issued ordinary shares of the Company were owned by Eternity Investment Limited and 574,636,363 ordinary shares representing approximately 6.96% of the issued ordinary shares of the Company were owned by Lei Hong Wai, which are the substantial Shareholders holding more than 5% of the issued ordinary shares of the Company. In the event that the Directors exercise in full the power to repurchase shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of Eternity Investment Limited would be increased to approximately 19.96% of the issued ordinary shares of the Company and Lei Hong Wai would be increased to approximately 7.73% in the Company. The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors wish to state that they have no intention to exercise the power to repurchase shares pursuant to the Repurchase Mandate to the extent that would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or render the aggregate number of the issued ordinary shares of the Company in public hands to less than 25% as required by the Listing Rules.

9. SHARE REPURCHASE MADE BY THE COMPANY

During the 6 months prior to the Latest Practicable Date, details of the share repurchase by the Company on the Stock Exchange are set out as below:

Date of repurchase	Number of Shares repurchased	Highest price	Lowest price	Aggregate consideration
		paid per Share HK\$	paid per Share HK\$	
27 June 2019	4,750,000	0.0390	0.0380	183,150
28 June 2019	73,000,000	0.0390	0.0390	2,847,000
2 July 2019	69,400,000	0.0390	0.0390	2,706,600
3 July 2019	65,100,000	0.0400	0.0390	2,602,000
4 July 2019	23,850,000	0.0410	0.0410	977,850
5 July 2019	25,650,000	0.0420	0.0410	1,066,300
10 July 2019	19,900,000	0.0430	0.0410	838,400
11 July 2019	50,000,000	0.0440	0.0420	2,167,150
15 July 2019	9,950,000	0.0460	0.0460	457,700
16 July 2019	72,750,000	0.0480	0.0460	3,462,400
17 July 2019	27,300,000	0.0490	0.0470	1,313,400

NOTICE OF ANNUAL 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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual 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 Tuesday, 3 September 2019 at 11:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and its subsidiaries (the “**Group**”) and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 March 2019.
2. To consider and approve, each as separate resolution, if thought fit, the following resolutions:-
 - (a) To re-elect Ms. Lo Wing Wan as Executive Director;
 - (b) To re-elect Mr. Tse Chi Keung as Executive Director;
 - (c) To re-elect Mr. Yuan Huixia as Executive Director; and
 - (d) To authorise the board of Directors to fix the remuneration of the respective Directors.
3. To re-appoint Messrs. BDO Limited as auditors of the Company and to authorise the Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (1) subject to paragraph (3) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and deal with additional ordinary shares of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into ordinary shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (2) the approval in paragraph (1) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into ordinary shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (3) the aggregate number of ordinary shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (1) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of ordinary shares in lieu of the whole or part of a dividend on ordinary shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of ordinary shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into ordinary shares, shall not exceed 20% of the number of the issued ordinary shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(4) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of ordinary shares, or offer or issue of warrants, options or other securities giving rights to subscribe for ordinary shares open for a period fixed by the Directors to holders of ordinary shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (1) subject to paragraph (2) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all powers of the Company to repurchase ordinary shares of the Company on the Stock Exchange or on any other stock exchange on which the ordinary shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF ANNUAL GENERAL MEETING

- (2) the aggregate number of ordinary shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (1) above shall not exceed 10% of the number of issued ordinary shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (3) for the purposes of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earlier of:
- (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of resolutions no. 4 and no. 5 set out in the notice convening this meeting, the general mandate granted to the Directors to allot, issue or otherwise deal with additional ordinary shares pursuant to resolution no. 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto the aggregate number of ordinary shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 set out in the notice convening this meeting, provided that such amount of ordinary shares so repurchased shall not exceed 10% of the total number of the issued ordinary shares of the Company as at the date of passing the said resolution.”

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

Hong Kong, 23 July 2019

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Company's articles of association and Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. The register of members of the Company will be closed from Thursday, 29 August 2019 to Tuesday, 3 September 2019 (both dates inclusive), during which period no transfer of shares of the Company will be registered.
3. In order to qualify for the attendance and voting at the annual general meeting, all transfer documents accompanied by the relevant shares certificates for registration must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 28 August 2019.
4. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (who must be an individual or individuals) to attend and vote instead of him. A proxy need not be a shareholder of the Company.
5. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority must be delivered to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude you from attending and voting in person at the meeting and any adjournment thereof if you so wish.
6. Concerning resolutions nos. 4 and 6 above, approval is being sought from shareholders as a general mandate in compliance with the Listing Rules, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to allot, issue or otherwise deal with additional ordinary shares of the Company up to 20 per cent of the number of issued ordinary shares of the Company as at the date of passing of the relevant resolutions.
7. In relation to resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company.
8. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at or after 8:00 a.m. and before the scheduled meeting time, the above meeting will not be held on Tuesday, 3 September 2019. The date of the postponed meeting will be rescheduled as soon as practicable. Shareholders may contact Customer Service Hotline of Tricor Abacus Limited at (852) 2980-1333 from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays) for any enquiry regarding the aforesaid arrangement.
9. The existing board of Directors of the Company comprises five Executive Directors, namely, Mr. Lei Hong Wai, Mr. Leung Alex, Ms. Lo Ming Wan, Mr. Tse Chi Keung and Mr. Yuan Huixia, one Non-executive Director, namely, Mr. Diao Yunfeng, and three Independent Non-executive Directors, namely, Mr. Lai Hok Lim, Mr. Lien Wai Hung and Mr. Wong Tak Chuen.

NOTICE OF ANNUAL GENERAL MEETING

10. References to time and dates in this notice are to Hong Kong time and dates.
11. The translation of this notice into Chinese language is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Executive Directors are Mr. Lei Hong Wai (Chairman), Mr. Leung Alex (Vice Chariman), 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.