
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 Meeting Room (Soho 2), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Tuesday, 16 June 2020 at 11:30 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.

29 April 2020

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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*)
Cheung Kwok Wai Elton (*Vice Chairman*)
Leung Alex
Lo Ming Wan
Tse Chi Keung
Yuan Huixia

Registered Office:

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

Independent Non-executive Directors:

Lai Hok Lim
Lien Wai Hung
Wong Tak Chuen

Head Office and Principal Place of

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

29 April 2020

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 Meeting Room (Soho 2), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Tuesday, 16 June 2020 at 11:30 a.m..

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at 22 April 2020 (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. Cheung Kwok Wai Elton, Mr. Leung Alex, Ms. Lo Ming Wan, Mr. Tse Chi Keung and Mr. Yuan Huixia; 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 Mr. Lei Hong Wai, Mr. Cheung Kwok Wai Elton and Mr. Wong Tak Chuen. 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) **Mr. Lei Hong Wai (“Mr. Lei”)**, aged 51, was appointed as an executive director, a Co-Chairman of the Board and a member of the nomination committee and the remuneration committee of the Company with effect from 11 October 2016 and was subsequently re-designated as the Chairman of the Board and appointed as the chairman of the nomination committee of the Company with effect from 27 October 2016. Mr. Lei has over 15 years of extensive experience in corporate management, investment and business development. He is the chairman of the Nomination Committee of the Board and a member of the Remuneration Committee of the Board. He also holds directorships in certain subsidiaries of the Company. Mr. Lei is also a director of Eternity Finance Group Limited, the substantial shareholders of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”). Mr. Lei is currently the chairman of the board of directors and an executive director of Eternity Investment Limited (“**Eternity**”), a company listed on the Main Board of the Stock Exchange under stock code: 764. During the period from 10 April 2014 to 2 September 2015, Mr. Lei was the chairman of the board of directors and an executive director of Huanxi Media Group Limited (“**Huanxi Media**”), a company listed on the Main Board of the Stock Exchange under stock code: 1003. Mr. Lei was also the chairman of the board of directors and an executive director of Man Sang International Limited (“**Man Sang**”), a company listed on the Main Board of the Stock Exchange under stock code: 938, during the period from 31 March 2016 to 3 April 2018 and 26 June 2015 to 3 April 2018, respectively. In 2002, Mr. Lei was a director of The Chamber of Hong Kong Listed Companies Limited, which promotes interaction amongst its members which are listed companies in Hong Kong and the People’s Republic of China.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Mr. Lei was interested in 574,636,363 ordinary shares of the Company.

Mr. Lei has entered into a letter of appointment with the Company as the Chairman of the Board and an executive Director for an initial term of three years commencing from 27 October 2016 which shall continue thereafter and may be terminated at any time by a notice in writing served by either Mr. Lei or the Company. Mr. Lei is also subject to the general requirement of retirement by rotation and reelection at each annual general meeting of the Company under the Articles of Association. Mr. Lei is currently entitled to an annual director fee of HK\$4,560,000. 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 Latest Practicable Date, Mr. Lei (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 Mr. Lei's re-election and there is no information relating to Mr. Lei which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

- (2) **Mr. Cheung Kwok Wai Elton** ("Mr. Cheung"), aged 54, has over 29 years of experience in the area of corporate finance and securities industries. He holds a Master Degree in Accounting and Finance from the University of Lancaster in the United Kingdom. Mr. Cheung is also a director of Eternity Finance Group Limited, the substantial shareholders of the Company within the meaning of Part XV of the SFO. Mr. Cheung is currently the chairman of the board of directors and an executive director of Global Mastermind Holdings Limited (stock code: 8063), a company listed on GEM operated by the Stock Exchange and an executive director of Eternity. Mr. Cheung was an executive director of the Company during the period from 11 October 2016 to 16 December 2016. Mr. Cheung was also an executive director of Man Sang during the period from 26 June 2015 to 3 April 2018.

LETTER FROM THE BOARD

Mr. Cheung has entered into a letter of appointment with the Company as the Vice Chairman of the Board and an executive Director for an initial term of three years commencing from 28 October 2019 which shall continue thereafter and may be terminated at any time by a notice in writing served by either Mr. Cheung or the Company. Mr. Cheung is also subject to the general requirement of retirement by rotation and reelection at each annual general meeting of the Company under the Articles of Association. Mr. Cheung is currently entitled to an annual director fee of HK\$120,000. There is currently no other salary or remuneration entitled by Mr. Cheung, apart from the abovementioned annual director fee. 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 Latest Practicable Date, Mr. Cheung (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 Mr. Cheung's re-election and there is no information relating to Mr. Cheung which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Independent Non-Executive Director

- (3) **Mr. Wong Tak Chuen** ("Mr. Wong"), aged 55, is a fellow member of Hong Kong Institute of Certified Public Accountants, Association of Chartered Certified Accountants in the United Kingdom the Institute of Chartered Accountants in England and Wales, respectively. He has over 30 years of experience in auditing, financial management, mergers and acquisitions gained from certain senior finance related positions in an international accounting firm in Hong Kong, companies listed in Hong Kong and a company listed in the United States of America. He is currently a practising Certified Public Accountant in Hong Kong. Mr. Wong is also an independent non-executive director of Huanxi Media and Eternity. Mr. Wong was also an independent non-executive director of Man Sang during the period from 12 July 2016 to 5 November 2018.

LETTER FROM THE BOARD

There is no written service contract entered into between the Company and Mr. Wong. Mr. Wong is not appointed for a specific term but is subject to the general requirement of retirement by rotation and re-election at each annual general meeting of the Company under the Articles of Association of the Company. According to the code provision of A.4.1 as set out in the Code on Corporate Governance Practices as set out in Appendix 14 of the Rules Governing the Listing of Securities on the Stock Exchange (the “CG Code”), non-executive directors should be appointed for a specific term, subject to re-election. This constitutes a deviation from the code provision A.4.1 of the CG Code. In the opinion of the Directors, the retirement of each non-executive director at the annual general meeting at least once every three years shall have the same effect of appointing them with a specific term of three years. Therefore, the Directors consider that the deviation from the code provision A.4.1 of the CG Code is appropriate in such circumstance. The Director’s fee for Mr. Wong is fixed by the Board at HK\$120,000 per annum with reference to the range of prevailing range of director’s fee for independent non-executive directors of listed companies in Hong Kong and is subject to review by the remuneration committee of the Company from time to time.

Save as disclosed above and as at the Latest Practicable Date, Mr. Wong (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 Mr. Wong’s re-election and there is no information relating to Mr. Wong which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

3. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,795,058,360 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 1,559,011,672 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 1,559,011,672 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

LETTER FROM THE BOARD

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 779,505,836 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.

5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 12 to 16 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.healthwiseshk.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.

LETTER FROM THE BOARD

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.

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 7,795,058,360 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 779,505,836 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 nine months ended 31 December 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>
2019		
April	0.067	0.040
May	0.049	0.035
June	0.040	0.036
July	0.053	0.038
August	0.048	0.035
September	0.054	0.035
October	0.042	0.034
November	0.037	0.030
December	0.037	0.031
2020		
January	0.065	0.032
February	0.047	0.033
March	0.037	0.024
April (<i>up to the Latest Practicable Date</i>)	0.030	0.026

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 19.03% of the issued ordinary shares of the Company were owned by Eternity Investment Limited and 574,636,363 ordinary shares representing approximately 7.37% 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 21.15% of the issued ordinary shares of the Company and Lei Hong Wai would be increased to approximately 8.19% 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.

APPENDIX**EXPLANATORY STATEMENT
ON THE REPURCHASE MANDATE**

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 paid per Share HK\$	Lowest price paid per Share HK\$	Aggregate consideration HK\$
2 December 2019	700,000	0.031	0.031	21,700
3 December 2019	1,000,000	0.032	0.032	32,000
4 December 2019	2,850,000	0.033	0.032	92,200
6 December 2019	850,000	0.033	0.033	28,050
9 December 2019	3,100,000	0.034	0.033	103,300
10 December 2019	950,000	0.034	0.034	32,300
11 December 2019	1,250,000	0.034	0.034	42,500
13 December 2019	1,650,000	0.035	0.034	56,400
16 December 2019	50,000	0.034	0.034	1,700
17 December 2019	950,000	0.035	0.034	33,150
18 December 2019	2,050,000	0.034	0.034	69,700
19 December 2019	700,000	0.034	0.034	23,800
20 December 2019	950,000	0.035	0.035	33,250
23 December 2019	1,100,000	0.036	0.035	39,550
24 December 2019	400,000	0.034	0.034	13,600
30 December 2019	1,000,000	0.034	0.034	34,000
31 December 2019	1,500,000	0.036	0.034	53,550
2 January 2020	800,000	0.035	0.035	28,000
3 January 2020	11,150,000	0.036	0.035	401,300
8 January 2020	300,000	0.034	0.034	10,200
10 January 2020	250,000	0.034	0.034	8,500
13 January 2020	550,000	0.034	0.034	18,700
14 January 2020	6,050,000	0.035	0.034	205,850
15 January 2020	800,000	0.034	0.034	27,200
23 March 2020	16,200,000	0.029	0.028	469,600
25 March 2020	1,550,000	0.028	0.028	43,400
30 March 2020	2,400,000	0.028	0.026	64,050
2 April 2020	3,000,000	0.027	0.027	81,000
3 April 2020	6,300,000	0.027	0.027	170,100
6 April 2020	850,000	0.027	0.027	22,950
9 April 2020	250,000	0.028	0.028	7,000
14 April 2020	200,000	0.028	0.028	5,600
20 April 2020	1,100,000	0.028	0.028	30,800
21 April 2020	650,000	0.027	0.027	17,550
22 April 2020	1,250,000	0.028	0.028	35,000

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 Meeting Room (Soho 2), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Tuesday, 16 June 2020 at 11:30 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 nine months ended 31 December 2019.
2. To consider and approve, each as separate resolution, if thought fit, the following resolutions:-
 - (a) To re-elect Mr. Lei Hong Wai as Executive Director;
 - (b) To re-elect Mr. Cheung Kwok Wai Elton as Executive Director;
 - (c) To re-elect Mr. Wong Tak Chuen as Independent Non-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

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- (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;

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- (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, 29 April 2020

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.

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2. The register of members of the Company will be closed from Thursday, 11 June 2020 to Tuesday, 16 June 2020 (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, 10 June 2020.
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, 16 June 2020. 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. Taking into account of the recent development of the epidemic caused by novel coronavirus (COVID-19) pneumonia, the Company will implement the following prevention and control measures at the Meeting against the epidemic to protect the shareholders from the risk of infection:- (i) Every shareholder or proxy is required to wear surgical facial mask throughout the Meeting; and (ii) No refreshment will be served. Furthermore, the Company wishes to advise the shareholders, particularly shareholders who are subject to quarantine in relation to COVID-19, that they may appoint the chairman of the Meeting as a proxy to vote on the resolution, instead of attending the Meeting in person.
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. Cheung Kwok Wai Elton (Vice Chairman), Mr. Leung Alex, Ms. Lo Ming Wan, Mr. Tse Chi Keung and Mr. Yuan Huixia; and the Independent Non-executive Directors are Mr. Lai Hok Lim, Mr. Lien Wai Hung and Mr. Wong Tak Chuen.