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 SHARE CONSOLIDATION

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The Board proposes to implement the Share Consolidation on the basis that every five (5) issued and unissued Existing Shares of par value of HK$0.01 each in the share capital of the Company to be consolidated into one (1) Consolidated Share of par value of HK$0.05 each.

As at the date of this announcement, the authorised share capital of the Company is HK$1,500,000,000 divided into 150,000,000,000 Existing Shares of HK$0.01 each, of which 770,480,836 Existing Shares have been allotted and issued, and are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective and on the basis that the Company will not allot, issue or repurchase any Existing Shares prior to completion of the Share Consolidation, the authorised share capital of the Company will be HK$1,500,000,000 divided into 30,000,000,000 ordinary shares of par value HK0.05 each, of which 154,096,167 Consolidated Shares will be in issue and fully paid or credited as fully paid.

The Existing Shares are currently traded on the Exchange in the board lot size of 10,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain unchanged at 10,000 Consolidated Shares per board lot.

GENERAL

The EGM will be convened and held for the Shareholders to consider and, if thought fit, pass the ordinary resolution in approving the Share Consolidation. A circular containing, among other matters, further details of the Share Consolidation together with a notice of the EGM will be issued to the Shareholders on or before Friday, 28 August 2026.

As the Share Consolidation is subject to the satisfaction of conditions, the Share Consolidation may or may not become effective. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and if they are in any doubt about their position, they should consult their professional advisers.

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Effects of the Share Consolidation

As at the date of this announcement, the authorised share capital of the Company is HK$1,500,000,000 divided into 150,000,000,000 Existing Shares of HK$0.01 each, of which 770,480,836 Existing Shares have been allotted and issued, and are fully paid or credited as fully paid.

Upon the Share Consolidation becoming effective and on the basis that the Company will not allot, issue or repurchase any Existing Shares prior to completion of the Share Consolidation, the authorised share capital of the Company will be HK$1,500,000,000 divided into 30,000,000,000 ordinary shares of par value HK0.05 each, of which 154,096,167 Consolidated Shares will be in issue and fully paid or credited as fully paid.

Save for (i) any fractional Consolidated Shares that will not be allocated to Shareholders who may otherwise be entitled; and (ii) the necessary professional expenses for the implementation of the Share Consolidation, the Directors consider that the Share Consolidation will have no effect on the underlying assets, business operations, management or financial position of the Company or the proportional interests of the Shareholders in the Company.

Status of the Consolidated Shares

The Consolidated Shares shall rank *pari passu* in all respects with each other.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon the following:

(i) the passing of an ordinary resolution by the Shareholders to approve the Share Consolidation at the EGM;

(ii) the compliance with all relevant procedures and requirements under the laws of the Cayman Islands and Hong Kong (where applicable) and the Listing Rules to effect the Share Consolidation; and

(iii) the Exchange granting the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be Tuesday, 22 September 2026.

Listing application

An application will be made by the Company to the Exchange for the listing of, and the permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Exchange upon the Share Consolidation becoming effective, as well as compliance with the stock admission requirements of HKSCC, the Consolidated 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 Consolidated Shares on the Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the 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 HKSCC and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Exchange. Upon the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Exchange, and no such listing or permission to deal is being or is currently proposed to be sought.

Board lot size

The Existing Shares are currently traded on the Exchange in the board lot size of 10,000 Existing Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain unchanged at 10,000 Consolidated Shares per board lot. Based on the closing price of HK$0.086 per Existing Shares as at the date of this announcement, the value of the current board lot of HK$860 is expected to become HK$4,300 upon the Share Consolidation becoming effective.

Fractional entitlement to the Consolidated Shares

The Consolidated Shares will be rounded down to a whole number and fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Shareholders who are concerned about losing out on any fractional entitlement and may wish to consider the possibility of buying or selling the Existing Shares in a number sufficient to make up an entitlement to receive a whole number of Consolidated Shares are recommended to consult their own professional advisers.

Arrangement on odd lots trading and matching services

In order to facilitate the trading of odd lots of the Consolidated Shares arising from the Share Consolidation, the Company will appoint a securities firm to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Details of the odd lots trading arrangement will be set out in the circular of the Company to be despatched to the Shareholders.

Shareholders or potential investors should note that (i) odd lots will be created after the Share Consolidation; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market. Shareholders who are in any doubt about the odd lots trading arrangement are recommended to consult their own professional advisers.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is currently expected to be on Tuesday, 22 September 2026, the Shareholders may during the business hours, on or after Tuesday, 22 September 2026 and until 4:30 p.m. on Friday, 30 October 2026 (both dates inclusive) submit existing share certificates for the Existing Shares to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in exchange for new share certificates for the Consolidated Shares at the expense of the Company.

Thereafter, share certificates of the Existing Shares will be accepted for exchange only on payment of a fee of HK$2.50 (or such other amount as may from time to time be specified by the Exchange) by the Shareholders for each share certificate for the Existing Shares submitted for cancellation or each new share certificate issued for the Consolidated Shares, whichever the number of share certificates cancelled/issued is higher.

Subject to the Share Consolidation becoming effective, after 4:10 p.m. on Wednesday, 28 October 2026, trading will only be in Consolidated Shares and existing share certificates for the Existing Shares will only remain effective as documents of title and may be exchanged for share certificates for Consolidated Shares at any time but will not be accepted for delivery, trading, registration and settlement purposes.

Other securities of the Company

As at the date of this announcement, the Company has outstanding convertible bonds in a principal amount of HK$16,800,000. Assuming full conversion of such convertible bonds, an aggregate of 190,909,090 conversion Shares may be allotted and issued by the Company upon exercise of the conversion rights attaching to the convertible bonds in full. The Share Consolidation may cause adjustments to the conversion price of convertible bonds and/or the maximum number of consolidated Shares that will be issued upon conversion. The Company will make further announcement(s) on any adjustment(s) of the outstanding convertible bonds of the Company 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 any Shares as at the date of this announcement.

REASONS FOR THE SHARE CONSOLIDATION

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK$0.01, the issuer may be required to proceed with a consolidation of its securities. According to the "Guide on Trading Arrangements for Selected Types of Corporate Actions" issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated in June 2026, (i) any trading price less than HK$0.10 will be considered as trading at extremities; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK$1,000.

In view that (i) the historical trading prices over the past two years were close to HK$0.10 with an average closing price of approximately HK$0.11; and (ii) the Shares are trading below HK$1,000 per board lot based on the closing price of each Share of HK$0.086 as at the date of this announcement and the board lot size of 10,000 Shares, the Board proposes the Share Consolidation in order for the Company to comply with the trading requirements under the Listing Rules. It is also expected that the Share Consolidation would bring a corresponding upward adjustment in the trading price per board lot of the Consolidated Shares on the Exchange which will reduce the overall transaction and handling costs of dealings in the Shares and may attract more investors and extend the shareholders base of the Company.

The Board believes that the Share Consolidation will neither have any material adverse effect on the financial position of the Group nor alter the proportionate interests or rights of the Shareholders.

Taking into account the above, the Board is of the view that the Share Consolidation is beneficial to and in the interests of the Company and the Shareholders as a whole.

As at the date of this announcement, the Company has no intention to carry out other corporate actions or arrangements which may have an effect of undermining or negating the intended purpose of the Share Consolidation in the next 12 months. Save for the subscription of new Shares under the general mandate of the Company as announced on 5 August 2026, although the Company currently does not have concrete plans or arrangements to conduct any fund-raising activities in the next 12 months, the Board cannot rule out the possibility of the Company conducting debt and/or equity fund-raising activities when suitable fund-raising and/or investment opportunities arise in order to meet the Group's operational needs or support the future development of the Group. In considering any potential corporate action and/or fund-raising activity, the Board will endeavour to minimise the impact it may have on the intended purpose of the Share Consolidation. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate.

EXPECTED TIMETABLE

The expected timetable for the implementation of the Share Consolidation is set out below. The expected timetable is subject to the results of the EGM and has been prepared on the assumption that all the conditions to the Share Consolidation will be fulfilled or otherwise waived, and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.

	2026
Expected date of despatch of the circular in relation to the Share Consolidation to the Shareholders together with notice of EGM and proxy form for EGM	On or before Friday, 28 August
Latest time for lodging transfer documents to qualify for attendance and voting at the EGM	4:30 p.m. on Monday, 14 September
Closure of register of members of the Company for determining the identity of the Shareholders entitled to attend and vote at the EGM	Tuesday, 15 September to Friday, 18 September (both dates inclusive)
Latest time for lodging proxy forms for the EGM (not less than 48 hours prior to time of the EGM)	11:00 a.m. on Wednesday, 16 September
Expected date and time of the EGM to approve the Share Consolidation	11:00 a.m. on Friday, 18 September
Announcement of the poll results of the EGM	Friday, 18 September

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation.

Effective date of the Share Consolidation	Tuesday, 22 September
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares	Tuesday, 22 September
Commencement of dealings in the Consolidated Shares	9:00 a.m. on Tuesday, 22 September
Original counter for trading in the Existing Shares in board lots of 10,000 Existing Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Tuesday, 22 September

	2026
Temporary counter for trading in the Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Tuesday, 22 September
Original counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates for the Consolidated Shares) re-opens	9:00 a.m. on Wednesday, 7 October
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences	9:00 a.m. on Wednesday, 7 October
Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on Wednesday, 7 October
Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on Wednesday, 28 October
Temporary counter for trading in the Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Wednesday, 28 October
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) ends	4:10 p.m. on Wednesday, 28 October
Last day and time for free exchange of existing share certificates for new share certificates for the Consolidated Shares	4:30 p.m. on Friday, 30 October

GENERAL

None of the Directors has a material interest in the Share Consolidation and hence no Director was required to abstain from voting on the Board resolution approving the same.

The EGM will be convened and held for the Shareholders to consider and, if thought fit, pass the ordinary resolution in approving the Share Consolidation. A circular containing, among other matters, further details of the Share Consolidation together with a notice of the EGM will be issued to the Shareholders on or before Friday, 28 August 2026.

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 resolution in respect of the Share Consolidation.

As the Share Consolidation is subject to the satisfaction of conditions, the Share Consolidation may or may not become effective. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares and if they are in any doubt about their position, they should consult their professional advisers.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

"Board"	the board of Directors
"CCASS"	the Central Clearing and Settlement System established and operated by HKSCC
"CCASS Operational Procedures"	the operational procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS from time to time in force
"Company"	China Healthwise Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of the Company are listed on the Main Board of the Exchange (stock code: 348)
"Consolidated Share(s)"	ordinary share(s) with par value of HK$0.05 each in the share capital of the Company upon the Share Consolidation having become effective
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve, among other things, the Share Consolidation
"Exchange"	The Stock Exchange of Hong Kong Limited
"Existing Share(s)"	ordinary share(s) with par value of HK$0.01 each in the share capital of the Company before the Share Consolidation becoming effective
"General Rules of CCASS"	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
"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
"Listing Rules"	the Rules Governing the Listing of Securities on the Exchange
"Share(s)"	the Existing Share(s) and/or the Consolidated Share(s) as the case may be
"Share Consolidation"	the proposed consolidation of every five (5) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
"Shareholder(s)"	the holder(s) of the issued Share(s)
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.

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

Hong Kong, 13 August 2026

As at the date of this announcement, the executive Directors are Mr. Lei Hong Wai (Chairman), Mr. Cheung Kwok Wai Elton (Vice Chairman), Mr. Leung Alex, Ms. Lo Ming Wan and Mr. Yuan Huixia; and the independent non-executive Directors are Mr. Fung Wai Ching, Mr. Lai Hok Lim and Mr. Tsang Chin Pang.