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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult 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**”, together with its subsidiaries, the “**Group**”), 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.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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

- (1) RE-ELECTION OF DIRECTORS;**
  - (2) GRANTING OF GENERAL MANDATES TO ISSUE  
AND REPURCHASE SHARES;**
  - (3) RE-APPOINTMENT OF AUDITORS;**
  - (4) ADOPTION OF THE NEW ARTICLES;**
- AND**
- (5) NOTICE OF ANNUAL GENERAL MEETING**

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Resolutions will be proposed at the annual general meeting of the Company to be held at Meeting Room (Soho 1), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 25 June 2026 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 Investor Services Limited, at Level 17/F, Far East Finance Centre, 16 Harcourt Road, 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.

No gifts, food or beverages will be provided to attendees at the Annual General Meeting.

27 May 2026

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## CONTENTS

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	<i>Page</i>
<b>Letter from the Board</b>	
1. Introduction .....	1
2. Proposed re-election of Directors .....	2
3. Proposed granting of general mandate to issue shares .....	6
4. Proposed granting of general mandate to repurchase shares .....	7
5. Proposed re-appointment of auditors .....	7
6. Proposed adoption of the New Articles .....	8
7. Annual General Meeting and proxy arrangement .....	8
8. Voting at the Annual General Meeting .....	9
9. Responsibility statement .....	9
10. Recommendation .....	9
11. General information .....	10
<b>Appendix I — Explanatory Statement on the Repurchase Mandate .....</b>	<b>11</b>
<b>Appendix II — Proposed amendments to the Articles of Association .....</b>	<b>14</b>
<b>Notice of Annual General Meeting .....</b>	<b>51</b>

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LETTER FROM THE BOARD

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**CHINA HEALTHWISE HOLDINGS LIMITED**

**中國智能健康控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 348)**

*Executive Directors:*

Lei Hong Wai (*Chairman*)  
Cheung Kwok Wai Elton (*Vice Chairman*)  
Leung Alex  
Lo Ming Wan  
Yuan Huixia

*Registered Office:*

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

*Independent Non-executive Directors:*

Fung Wai Ching  
Lai Hok Lim  
Tsang Chin Pang

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

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

27 May 2026

*To the holders of the ordinary shares (the “Shares“)  
of the Company (the “Shareholders“)*

Dear Sir/Madam,

**PROPOSALS FOR**  
**(1) RE-ELECTION OF DIRECTORS;**  
**(2) GRANTING OF GENERAL MANDATES TO ISSUE AND**  
**REPURCHASE SHARES;**  
**(3) RE-APPOINTMENT OF AUDITORS;**  
**(4) ADOPTION OF THE NEW ARTICLES;**  
**AND**  
**(5) 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 directors of the Company (the “**Directors**”); (ii) the granting to the Directors of the general mandates to issue and repurchase Shares; (iii) the re-appointment of auditors; and (iv) the adoption of the third amended and restated articles of association of the Company (the “**New Articles**”) (collectively the “**Proposals**”). Your approval for the Proposals will be sought at the Annual General Meeting to be held at Meeting Room (Soho 1), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 25 June 2026 at 11:00 a.m..

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF DIRECTORS

As at 20 May 2026 (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 and Mr. Yuan Huixia; and the independent non-executive Directors are Mr. Fung Wai Ching, Mr. Lai Hok Lim and Mr. Tsang Chin Pang.

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. Lai Hok Lim. The Retiring Directors will retire and, being eligible, offer themselves for re-election at the Annual General Meeting (the “**Retiring Directors**”).

Pursuant to Article 99 of the Articles of Association, the board of Directors (the “**Board**”) shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Directors so appointed shall hold office only until the first annual general meeting of the Company after his appointment, and shall then be eligible for re-election. Mr. Fung Wai Ching was appointed as an independent non-executive Director with effect from 31 October 2025. As such, Mr. Fung (together with the Retiring Directors, the “**Re-electing Directors**”) will offer himself for re-election as an independent non-executive Director at the Annual General Meeting.

Pursuant to code provision B.2.3 of the Corporate Governance Code set out in Appendix C1 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Exchange**”) (the “**Listing Rules**”), as Mr. Lai Hok Lim has served as independent non-executive Director for more than nine years, his re-election will be subject to separate resolution to be approved by the Shareholders.

The nomination committee of the Company has evaluated each retiring Director for re-appointment in accordance with the nomination policy of the Company as set out in the corporate governance report of the annual report of the Company for the year ended 31 December 2025. Having evaluated the re-appointment, the nomination committee of the Company considers that Mr. Lai Hok Lim continues to satisfy the selection criteria as set out in the nomination policy of the Company. In addition, Mr. Lai Hok Lim has been appointed as independent non-executive Director since 27 October 2016 and has served the Company for more than nine years. The Board and the nomination committee of the Company believe Mr. Lai Hok Lim is still independent and should be re-elected for the reasons set out in his particulars as below.

With the recommendation of the nomination committee of the Company, the Board proposes to re-elect Mr. Lei Hong Wai and Mr. Cheung Kwok Wai Elton as executive Directors, and Mr. Fung Wai Ching and Mr. Lai Hok Lim as independent non-executive Directors at the Annual General Meeting. For the information to the Shareholders, Mr. Lai Hok Lim, who is a member of the nomination committee of the Company, abstained from voting at the meeting of the nomination committee of the Company at which his reappointment was being evaluated and considered.

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## LETTER FROM THE BOARD

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The particulars of the four Re-electing Directors, which are required to be disclosed by the Listing Rules, are set out below:

### Executive Directors

- (1) Mr. Lei Hong Wai, aged 58, has over 24 years of extensive experience in corporate management, investment and business development. He is the Chairman of the Board and the nomination committee of the Company and a member of the remuneration committee of the Company. 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 Exchange under stock code: 764. 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.

As at the Latest Practicable Date, Mr. Lei was interested in 18,663,636 Shares.

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 re-election 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) did not hold any position with the Company or other members of the Company and its subsidiaries, (ii) had 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) had no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company, and (iv) did not have any interests in the Shares 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 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.

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## LETTER FROM THE BOARD

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- (2) Mr. Cheung Kwok Wai Elton, aged 60, has over 36 years of experience in the area of corporate finance and securities industries. He is the Vice Chairman of the Board. 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 an executive director of Eternity and he was an executive director of Global Mastermind Holdings Limited (“**Global Mastermind**”) (stock code: 8063), a company listed on GEM of the Exchange during the period from 16 December 2016 to 23 July 2020 and subsequently appointed as the chairman of the board of Global Mastermind from 24 July 2020 to 13 November 2024. Mr. Cheung was an executive Director of the Company during the period from 11 October 2016 to 16 December 2016.

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 re-election 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\$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. Cheung (i) did not hold any position with the Company or other members of the Company and its subsidiaries, (ii) had 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) had no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company, and (iv) did not have any interests in the Shares 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 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.

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## LETTER FROM THE BOARD

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### **Independent non-executive Director**

- (3) Mr. Fung Wai Ching, aged 56, has over 21 years of experience in managing paper, packaging and printing industries in both People's Republic of China and Hong Kong markets. He was appointed as an independent non-executive director of Global Mastermind during the period from 23 June 2014 to 4 November 2025. Mr. Fung was also appointed as an independent non-executive director of Walnut Capital Limited (stock code: 905), a company listed on the Main Board of the Stock Exchange on 10 October 2014.

There is no written service contract entered into between the Company and Mr. Fung. Mr. Fung 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. The director fee for Mr. Fung is fixed by the Board at HK\$120,000 per annum which is determined by the Board on the recommendation of the remuneration committee of the Company with reference to his experience and responsibilities in the Company.

Save as disclosed above and as at the Latest Practicable Date, Mr. Fung (i) did not hold any position with the Company or other members of the Company and its subsidiaries, (ii) had 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) had no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company, and (iv) did not have any interests in the Shares 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 in relation to Mr. Fung's re-election and there is no information relating to Mr. Fung which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

- (4) Mr. Lai Hok Lim, aged 67, has been a practising solicitor in Hong Kong since 1989. He graduated from the University of Hong Kong with a Bachelor of Arts Degree and holds a Bachelor of Arts (Law) Degree from the University of Sussex in the United Kingdom and a Bachelor of Law Degree from Beijing University in the People's Republic of China. Mr. Lai was an independent non-executive director of Global Mastermind during the period from 27 July 2020 to 19 November 2024.

There is no written service contract entered into between the Company and Mr. Lai. Mr. Lai 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. The director fee for Mr. Lai is fixed by the Board at HK\$120,000 per annum with reference to the range of prevailing range of director 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.

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## LETTER FROM THE BOARD

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Save as disclosed above and as at the Latest Practicable Date, Mr. Lai (i) did not hold any position with the Company or other members of the Company and its subsidiaries, (ii) had 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) had no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company, and (iv) did not have any interests in the Shares 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 in relation to Mr. Lai's re-election and there is no information relating to Mr. Lai which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Mr. Lai has been appointed as an independent non-executive Director since 27 October 2016 and has served the Company for more than nine years. However, the Board believes he is still independent and should be re-elected for the following reasons:

- (a) Mr. Lai has satisfied the independence guidelines set out in Rule 3.13 of the Listing Rules in assessing the independence of a non-executive Director;
- (b) Mr. Lai does not receive any remuneration from the Company, apart from a director fee, and does not participate in the Group's staff incentive plan or pension scheme;
- (c) Mr. Lai does not hold any cross directorships or other significant links with other Directors through involvement with other companies;
- (d) Mr. Lai does not hold any Shares;
- (e) Mr. Lai does not serve as an executive or a director of a significant competitor of the Group;
- (f) Mr. Lai has been providing objective and independent view to the Board over the years; and
- (g) Mr. Lai has performed his duties as an independent non-executive Director to the satisfaction of 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 770,480,836 ordinary Shares of HK\$0.01 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 Shares (including any sale or transfer of treasury Shares (has the meaning ascribed to it under the

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## LETTER FROM THE BOARD

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Listing Rules) out of treasury) up to a maximum of 154,096,167 Shares, being approximately 20% of the total number of issued Shares (excluding treasury Shares) 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 Shares, on that basis the Directors are given flexibility and discretion to allot, issue or otherwise deal with Shares (including any sale or transfer of treasury Shares out of treasury) up to a maximum of 154,096,167 Shares, being approximately 20% of the total number of issued Shares (excluding treasury Shares) 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 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 Shares representing up to a maximum of 77,048,083 Shares, being approximately 10% of the total number of issued Shares (excluding treasury Shares) 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 I hereto.

#### 5. PROPOSED RE-APPOINTMENT OF AUDITORS

HLB Hodgson Impey Cheng Limited (“**HLB**”) will retire as the auditors of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

Upon the recommendation of the audit committee of the Company, the Board proposed that, subject to the approval of the Shareholders at the Annual General Meeting, HLB be appointed as the auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company. The estimated audit fee payable to HLB for the audit of the Group for the financial year ending 31 December 2026 is expected to be in the range of approximately HK\$0.8 million to HK\$1.0 million. The estimated audit fee has been determined after taking into account, among other things, the size and structure of the Group, the nature

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## LETTER FROM THE BOARD

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and complexity of the Group's businesses, the expected scope, timetable and direction of the audit, and the time and resources deployed by the auditors. The estimated audit fee also assumes that there will be no material change in the Group's operations, accounting policies, or regulatory environment during the financial year.

### 6. PROPOSED ADOPTION OF THE NEW ARTICLES

The Board proposes to make the proposed amendments and to adopt the New Articles to (i) bringing the existing Articles of Association in line with the latest regulatory requirements in relation to the further expanded paperless listing regime under the Listing Rules in connection with hybrid meetings and electronic voting requirements, electronic dissemination of corporate communications by listed issuers, securities holders sending issuers instructions via electronic means and uncertificated securities market regime; (ii) providing the Company with the flexibility to hold treasury shares in view of the treasury share regime under the Listing Rules; and (iii) making other housekeeping amendments that are consistent with such amendments, the applicable law and the Listing Rules (collectively, the “**Proposed Amendments**”).

Further details of the Proposed Amendments are set out in Appendix II to this circular. The Proposed Amendments and the proposed adoption of the New Articles are subject to the passing of a special resolution by the Shareholders at the Annual General Meeting and will become effective upon the approval by the Shareholders at the Annual General Meeting.

Shareholders are advised that the New Articles are written in English. The Chinese translation of the New Articles is for reference only. In case of any inconsistency between the English and the Chinese translation, the English version shall prevail.

The legal advisers of the Company as to Hong Kong laws have confirmed that the Proposed Amendments conform with the requirements of the Listing Rules and the legal advisers of the Company as to the Cayman Islands laws have confirmed that the Proposed Amendments do not violate the applicable laws of the Cayman Islands. In addition, the Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

### 7. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 51 to 55 of this circular. At the Annual General Meeting, resolutions, where applicable, will be proposed to approve, *inter alia*, the re-election of Re-electing Directors, the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, the re-appointment of auditors, and adoption of the New Articles.

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 Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.healthwisehk.com](http://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 Investor Services Limited, at 17/F, Far

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## LETTER FROM THE BOARD

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East Finance Centre, 16 Harcourt Road, 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.

### **8. 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 was required to abstain from voting on any resolution set out in the notice of Annual General Meeting.

Treasury Shares, if any, registered in the name of the Company, shall have no voting rights at the Annual General Meeting. For the avoidance of doubt, treasury Shares, if any, pending withdrawal from and/or transfer through Central Clearing and Settlement System (“CCASS”) shall not bear any voting rights at the Annual General Meeting.

After the conclusion of the Annual General Meeting, the poll results will be published on the website of the Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.healthwisehk.com](http://www.healthwisehk.com).

### **9. 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.

### **10. RECOMMENDATION**

The Directors consider that the proposed re-election of Re-electing Directors, proposed granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate, proposed re-appointment of auditors, and proposed adoption of the New Articles mentioned above are all in the best interests of the Company and the 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.

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**LETTER FROM THE BOARD**

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**11. GENERAL INFORMATION**

Your attention is drawn to the additional information set out in the Appendices 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 770,480,836 Shares and the Company did not hold any treasury Shares.

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 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 77,048,083 Shares, representing approximately 10% of the total number of Shares (excluding treasury 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 Shares, the Directors believe that the Repurchase Mandate is in the best interests of the Company and the 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 and will only be made when the Directors believe that such repurchases will benefit the Company and the 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 the 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 Shares 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 December 2025) 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 Shares had been traded on the Exchange during each of the previous twelve months immediate before, and in the current month up to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2025</b>		
May	0.111	0.080
June	0.099	0.066
July	0.150	0.069
August	0.186	0.109
September	0.175	0.134
October	0.160	0.131
November	0.220	0.152
December	0.179	0.131
<b>2026</b>		
January	0.148	0.129
February	0.142	0.125
March	0.136	0.084
April	0.103	0.067
May ( <i>up to the Latest Practicable Date</i> )	0.100	0.051

**6. UNDERTAKING**

The Directors confirm 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.

The Directors confirm that neither this explanatory statement nor the proposed Share repurchase pursuant to the Repurchase Mandate has any unusual features.

If the Company repurchases any Shares pursuant to the Repurchase Mandate, the Company will either cancel the Shares repurchased and/or hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares held in treasury will be subject to the terms of the Issue Mandate and made in accordance with the Listing Rules and applicable laws and regulations of the Cayman Islands.

For any treasury Shares deposited with CCASS pending resale on the Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury Shares deposited with CCASS; (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions; and (iii) take any

other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

## **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 of 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, 169,042,824 Shares representing approximately 21.94% of the Shares were owned by Eternity. 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 would be increased to approximately 24.38% of the issued Shares. 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 Shares in public hands to less than 25% as required by the Listing Rules.

## **9. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any of the Shares (whether on the Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

*The following are the proposed amendments to the existing Articles of Association brought about by the adoption of the New Articles. Unless otherwise specified clauses, paragraphs and articles numbers referred to herein are clauses, paragraphs and articles numbers of the existing Articles of Association.*

**SECONDT~~HIRD~~**

**AMENDED AND**

**RESTATED**

**ARTICLES OF ASSOCIATION OF**

**China Healthwise Holdings Limited**

**中國智能健康控股有限公司**

*Incorporated in the Cayman Islands with limited liability*

(Adopted at by way of special resolution passed at  
a general meeting held on ~~15~~25 June 2023~~6~~)

CAYMAN ISLANDS

The Companies Act (Revised)

Exempted Company Limited by Shares

~~SECOND~~THIRD AMENDED AND RESTATED ARTICLES

OF ASSOCIATION OF

**China Healthwise Holdings Limited 中國智能健康控股有限公司**

(Adopted by way of special resolution passed

at a general meeting held on ~~15~~25 June 2023~~6~~)

**Interpretation**

<b><u>address</u></b>	<u>for the purposes of these Articles, “address” shall include an electronic address unless the Act or the Listing Rules require a postal address;</u>
<b><u>announcement</u></b>	<u>shall mean an official publication of a notice or document of the Company, including a publication, subject to and to such extent permitted by the Listing Rules, by electronic communication or by advertisement published in the newspapers or in such manner or means ascribed and permitted by the Listing Rules and applicable laws;</u>
<b><u>ASR Code</u></b>	<u>shall mean the Code of Conduct for Approved Securities Registrars published by the SFC as amended from time to time;</u>
<b><u>Central Clearing and Settlement System</u></b>	<u>shall mean the Central Clearing and Settlement System operated by HKSCC;</u>
Company’s website	“Company’s <u>s</u> website” shall mean the website of the Company, the address or domain name of which the corporate information (including Corporate Communication) of the Company is <del>hosted</del> <u>hosted</u> ;

the Companies Act/ the Act	“the Companies Act” or “the Act” shall mean the eCompanies Act (Revised), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;
<b>the Companies Ordinance</b>	“the Companies Ordinance” shall mean the Companies Ordinance (Cap. 32622 of the Laws of Hong Kong) as in force from time to time;
<b><u>Competent regulatory authority</u></b>	<u>shall mean a competent regulatory authority in the territory where the shares of the Company are listed or quoted on a stock exchange in such territory;</u>
<b><u>Directors</u></b>	<u>“Directors” shall mean the directors from time to time of the Company;</u>
<b><u>electronic communication</u></b>	<u>shall mean a communication sent, transmitted, conveyed and received by wire, by radio, by optical means or by other similar means in any form through any medium;</u>
<b><u>electronic meeting</u></b>	<u>shall mean a general meeting held and conducted wholly and exclusively by virtual attendance and participation by members of the Company and/or proxies by means of electronic facilities;</u>
<b><u>Electronic System</u></b>	<u>shall mean any system for holding and transferring securities in electronic form approved by applicable law or regulation or under the Securities and Futures Ordinance or the USM Rules, including but not limited to UNSRT System and any other clearing or settlement system;</u>
<b><u>HKSCC</u></b>	<u>shall mean the Hong Kong Securities Clearing Company Limited;</u>
<b><u>hybrid meeting</u></b>	<u>shall mean a general meeting convened for the (i) physical attendance by members of the Company and/or proxies at the Principal Meeting Place and where applicable, one or more Meeting Locations and (ii) virtual attendance and participation by members of the Company and/or proxies by means of electronic facilities;</u>
<b><u>Meeting Location</u></b>	<u>has the meaning given to it in Article 79A(1);</u>
<b><u>physical meeting</u></b>	<u>shall mean a general meeting held and conducted by physical attendance and participation by members of the Company and/or proxies at the Principal Meeting Place and/or where applicable, one or more Meeting Locations;</u>

<b><u>Principal Meeting Place</u></b>	<u>shall have the meaning given to it in Article 73(a);</u>
registration office	“registration office” shall mean in respect of any class of share capital of the Company, such place or places where the Board from time to time determines to keep a branch register of holders in respect of such shares and where (except in cases where the Board otherwise determines) transfers of documents of title for such class of share capital are to be lodged for registration and are to <u>be</u> registered;
<b>Secretary</b>	“Secretary” shall mean <del>the</del> <u>any person, firm or corporation appointed by the Board to for the time being performing the any duties of secretary of the Company</u> <del>that officer</del> and includes any assistant, deputy, acting or temporary secretary;
<b><u>“Securities and Futures Ordinance”</u></b>	<u>shall mean the Securities and Futures Ordinance, Cap. 571 of the laws of Hong Kong, as amended from time to time; SFC shall mean the Securities and Futures Commission of Hong Kong;</u>
<b><u>Statutes</u></b>	<u>the Act and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, the Memorandum of Association of the Company and/or these Articles;</u>
<b><u>treasury shares</u></b>	<u>shall mean shares repurchased and held by the Company in treasury as authorised by the Act which, for the purpose of these Articles, include shares repurchased by the Company and held or deposited in Central Clearing and Settlement System for sale on the Exchange;</u>
<b><u>Uncertificated</u></b>	<u>shall mean a share or other security of the Company that is not evidenced by a certificate and is recorded in the register as being held in uncertificated form, including through Electronic System, UNSRT System, any other electronic system or clearing house;</u>
<b><u>UNSRT System</u></b>	<u>shall mean an uncertificated securities registration and transfer system, and in relation to any shares or securities of the Company, a computer-based system, together with procedures and other facilities, that (a) enables title to the shares and securities to be evidenced and transferred without an instrument; and facilitates supplementary and incidental matters;</u>
<b><u>USM Rules</u></b>	<u>shall mean the Securities and Futures (Uncertificated Securities Market) Rules (Cap. 571AS) made under the Securities and Futures Ordinance;</u>

**writing/printing**

“writing” or “printing” shall include writing, expressions referring to writing shall, unless the contrary intention appears, be construed as including printing, lithography, photography, type-writing and every other modes of representing or reproducing words or figures in a legible and non-transitory form or, to the extent permitted by and in accordance with the Statutes and other applicable laws, rules and regulations, any visible substitute for writing (including an electronic communication), or modes of representing or reproducing words partly in one visible form and partly in another visible form, including electronic writing or display (such as digital documents or electronic communications), provided that both the mode of service of the relevant document or notice and the member’s election comply with all applicable Statutes, rules and regulations;

**singular and plural**

words denoting the singular shall include the plural and words denoting the plural shall include the singular.

**Electronic Transactions Act**

Sections 8 and 19 of the Electronic Transactions Act (As Revised) of the Cayman Islands shall not apply to these Articles to the extent it imposes obligations or requirements in addition to those set out in these Articles;

**statutory provisions**

references to any law, ordinance, statute or statutory provision shall be interpreted as relating to any statutory modification or re-enactment thereof for the time being in force;

**document and notice**

references to a document (including, but without limitation, a resolution in writing) being signed or executed include references to it being signed or executed under hand or under seal or by electronic signature or by electronic communication or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not;

**right to speak**

references to the right of a member of the Company to speak at an electronic meeting or a hybrid meeting shall include the right to raise questions or make statements to the chairman of the meeting, verbally or in written form, by means of electronic facilities. Such a right shall be deemed to have been duly exercised if the questions or statements may be heard or seen by all or only some of the persons present at the meeting (or only by the chairman of the meeting) in which event the chairman of the meeting shall relay the questions raised or the statements made to all persons present at the meeting, either orally or in writing using electronic facilities;

**meeting**

a reference to a meeting: (a) shall mean a meeting convened and held in any manner permitted by these Articles and any member of the Company or Director attending and participating at a meeting by means of electronic facilities shall be deemed to be present at that meeting for all purposes of the Statutes and these Articles, and attend, participate, attending, participating, attendance and participation shall be construed accordingly, and (b) shall, where the context is appropriate, include a meeting that has been postponed by the Board pursuant to Article 79(E);

**participation in meeting**

references to a person’s participation in the business of a general meeting include without limitation and as relevant the right (including, in the case of a corporation, through a duly authorised representative) to speak or communicate, vote, be represented by a proxy and have access in hard copy or electronic form to all documents which are required by the Statutes or these Articles to be made available at the meeting, and participate and participating in the business of a general meeting shall be construed accordingly;

**electronic facilities**

references to electronic facilities include, without limitation, website addresses, webinars, webcast, video or any form of conference call systems (telephone, video, web or otherwise);

**member being corporation**

where a member of the Company is a corporation, any reference in these Articles to a member shall, where the context requires, refer to a duly authorised representative of such member;

**print or printed**

unless the context otherwise requires, any reference to “print”, “printed”, or “printed copy” and “printing” shall be deemed to include electronic versions or electronic copies;

**place**

any reference to the term “place” within these Articles shall be construed as applicable only in contexts where a physical location is required or relevant. Any reference to a “place” for the delivery, receipt, or payment of monies, whether by the Company or by members of the Company, shall not preclude the use of electronic means for such delivery, receipt, or payment. For the avoidance of doubt, references to a “place” in the context of meetings shall include physical, electronic, or hybrid meeting formats, as permitted by applicable laws and regulations. Notices of meetings, adjournments, postponements, or any other references to a “place” shall be interpreted to include virtual platforms or electronic means of communication where applicable. Where the term “place” is out of context, unnecessary, or not applicable, such reference shall be disregarded without affecting the validity or interpretation of the relevant provision; and

**voting**

all voting rights referred to in these Articles shall exclude the voting rights attached to treasury shares.

**Share Capital and Modification of Rights**

Convertible Non-voting  
Preference Shares

5A (1) “Conversion Date” means the Business Day immediately following the day on which an effective conversion notice shall have been delivered pursuant to paragraphs 2(i) and 2(ii) of Article 5A;

“Early Redemption Events” (b) if either Mr Leung Lun or Mr Leung Chung Ming ceases to ~~be~~ a director of the Company;

“Group” means the Company and its subsidiaries from time to time (and “Subsidiaries” shall have the meaning ascribed to it in section ~~152(4)~~ of the Companies Ordinance ~~(Chapter 32 of the Laws of Hong Kong)~~);

(2) (ii) (b) the number of Conversion Shares which shall fall ~~fail~~ to be allotted and issued upon conversion; and

- (vi) Upon the occurrence of an Early Redemption Event, a CP Shareholder may require the Company (provided that the Company is permitted under the Act and any other applicable laws to fund the redemption of the relevant CP Shares) to redeem all but not part of the CP Shares held by it at the aggregate sum of the Principal Amount of the CP Shares being redeemed, the CP Share Dividend (if any) accrued thereon that have not been paid together with a premium of 18 per cent. per annum (compounded annually) for the period commencing on the Issue Date and ending on the date ~~date~~ of payment in full by the Company of such amount for such redemption.

The Company shall, but not as a condition precedent to the Company's obligation (or the CP Shareholder's right) to redeem CP Shares ~~Shares~~ under this paragraph (2)(vi), immediately notify each CP Shareholder in writing of any matter or thing which arises or becomes known to it which constitutes (or would after the lapse of time constitute) an occurrence of an Early Redemption Event.

- (xxiii) (d) if an offer is made to all holders of Ordinary Shares (or all of such holders other than the person making such offers and/or any company controlled by such person and/or persons acting in concert with such person) to acquire all or a proportion of the Ordinary Shares and such offer comes to the knowledge of the Company, the Company shall forthwith give notice of such offer to the CP Shareholders and use its reasonable endeavours to procure that such or a like offer is extended to any Ordinary Shares issued on exercise of the conversion rights attaching to ~~to~~ the CP Shares during the period in which the said offer is open for acceptance and that a like offer is extended to all holders of the CP Shares.

**Company may  
purchase and finance  
the purchase of own  
shares and warrants**

7. Subject to the Act, or any other law or so far as not prohibited by any law and subject to any rights conferred on the holders of any class of shares, the Company shall have the power to purchase or otherwise acquire all or any of its own shares (which expression as used in this Article includes redeemable shares) provided that the manner of purchase has first been authorised by a resolution of the shareholders, and to purchase or otherwise acquire warrants for the subscription or purchase of its own shares, and shares and warrants for the subscription or purchase of any shares in any company which is its holding company and may make payment therefor in any manner authorised or not prohibited by law, including out of capital or to give, directly or indirectly, by means of a loan, a guarantee, a gift, an indemnity, the provision of security or otherwise howsoever, financial assistance for the purpose of or in connection with a purchase or other acquisition made or to be made by any person of any shares or warrants in the Company or any company which is a holding company of the Company and should the Company purchase or otherwise acquire its own shares or warrants neither the Company nor the Board shall be required to select the shares or warrants to be purchased or otherwise acquired rateably or in any other manner as between the holders of shares or warrants of the same class or as between them and the holders of shares or warrants of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares provided always that any such purchase or other acquisition or financial assistance shall only be made in accordance with any relevant code, rules or regulations issued by the Exchange or the ~~Securities and Futures Commission of Hong Kong~~SFC from time to time in force. The Company is hereby authorised to make payments in respect of the purchase of its shares out of capital or out of any other account or fund which can be authorised for this purpose in accordance with the Act. Subject to the Act, the Listing Rules and/or the rules of any competent regulatory authority, the Company is further authorised to hold any repurchased, redeemed or surrendered shares as treasury shares without the need for a separate resolution of the Board for each instance.

**On what conditions new  
shares may be issued**

11. Any new shares shall be issued upon such terms and conditions and with such rights, privileges or restrictions attached thereto as the general meeting resolving upon the creation thereof shall direct, and if no direction be given, subject to the provisions of the Act and of these Articles, as the Board shall determine; and in particular such shares may be issued with a preferential or qualified right to participate in dividends and in the distribution of assets of the Company and with a special right or without any right of voting. The Company may, subject to the provisions of the Act, issue shares which are, or at the option of the Company or the holders are liable, to be redeemed.

Register of Members and Share Certificates

## Share register

14. (f) Notwithstanding the provisions of Article 37, for so long as any shares are listed on the Exchange, title to such listed shares may be evidenced and transferred in accordance with the Listing Rules that are or shall be applicable to such listed shares. The register of members maintained by the Company in respect of such listed shares (whether the principal register or a branch register) may be kept by recording the particulars required by Section 40 of the Act in a form otherwise than legible (provided it is capable of being reproduced in a legible form) if such recording otherwise complies with the Listing Rules that are or shall be applicable to such listed shares. Subject to the Act and all applicable laws and regulations, including the Securities and Futures Ordinance and USM Rules, transfers of shares may be effected in Uncertificated form through the Electronic System, including UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Exchange or the SFC.
- (g) The register may be maintained in electronic form and may reflect holdings in both certificated and Uncertificated form provided that it must be readily retrievable and capable of being printed or exported. The Company may integrate the register with any Electronic System.

15. (a) Except when the register of members is closed, the principal register and any branch register shall during business hours be kept open to the inspection of any member and holders of Prescribed Securities (as defined in the USM Rules) without charge.
- (d) Any register ~~held in Hong Kong~~ shall during normal business hours (subject to such reasonable restrictions as the Board may impose) be open to inspection by ~~a member without charge and any other person on payment of such fee not exceeding HK\$2.50 (or such higher amount as may from time to time be permitted under the Listing Rules)~~ as the Board may determine for each inspection. ~~Any member may require a copy of the register, or any part thereof, on payment of HK\$0.25, or such lesser sum as the Company may prescribe, for every 100 words or fractional part thereof required to be copied. The Company shall cause any copy so required by any person to be sent to that person within a period of 10 days commencing on the date next after the day on which the request is received by the Company.~~

16. (a) Every person whose name is entered as a member in the register shall be entitled to hold their shares in Uncertificated form through the Electronic System, in compliance with the Listing Rules and other relevant regulations. The Company shall not be required to issue a certificate for any share held in Uncertificated form unless required by law or required by the holder of such share. A statement or confirmation from the relevant Electronic System or electronic Register shall be sufficient evidence of title to Uncertificated shares. Where Shares are held in certificated form, every person whose name is entered as a member in the register shall be entitled without payment to receive, within the relevant time limit as prescribed in by the Act, the ASR Code or as the Exchange may from time to time determine, whichever is shorter, if such a time limit is applicable, after allotment or lodgment of transfer (or within such other period as the conditions of issue shall provide), one certificate for all his shares of each class or, if he shall so request, in a case where the allotment or transfer is of a number of shares in excess of the number for the time being forming an Exchange board lot, upon payment, in the case of a transfer, of a sum equal to the relevant maximum amount as the Exchange may from time to time determine for every certificate after the first or such lesser sum as the Board shall from time to time determine, such numbers of certificates for shares in Exchange board lots or multiples thereof as he shall request and one for the balance (if any) of the shares in question, provided that in respect of a share or shares held jointly by several persons the Company shall not be bound to issue a certificate or certificates to each such person, and the issue and delivery of a certificate or certificates to one of several joint holders shall be sufficient delivery to all such holders. The Company shall comply with all applicable laws and regulations to facilitate the holding, transfer, and registration of its shares in Uncertificated form, including electronic processes for corporate actions, as required by the Uncertificated securities market regime of the Exchange.

- Share certificates to be sealed**
17. Every certificate for shares, warrants or debentures or representing any other form of security of the Company shall (when issued) be issued under the seal of the Company, which shall only be affixed with the authority of the Board.
- Every certificate to specify number of shares**
18. Every share certificate (when issued) shall specify the number of shares in respect of which it is issued and the amount paid thereon or the fact that they are fully paid, as the case may be, and may otherwise be in such form as the Board may from time to time prescribe. A share certificate shall relate to only one class of shares, and where the Company issues shares which do not carry voting rights, the words “non-voting” shall appear in the designation of such shares and where the capital of the Company includes shares with different voting rights, the designation of each class of share, other than those which carry the general right to vote at general meetings, must include the words “restricted voting” or “limited voting” or some other appropriate designation which is commensurate with the rights attaching to the relevant class of shares.
- Replacement of share certificates**
20. If a share certificate is defaced, lost or destroyed, it may be replaced on payment of such fee, if any, not exceeding ~~HK\$2.50~~ ~~(or such higher amount as may from time to time be permitted under the ~~Listing Rules~~ASR Code or such lesser sum as the Board may from time to time require)~~ and on such terms and conditions, if any, as to publication of notices, evidence and indemnity, as the Board thinks fit and where it is defaced or worn out, after delivery up of the old certificate to the Company for cancellation. In case of destruction or loss, the person to whom such replacement certificate is given shall also bear and pay to the Company all costs and out-of-pocket expenses incidental to the investigation by the Company of the evidence of such destruction or loss and of such indemnity.
- Calls, how made**
24. The Board may from time to time make such calls as it may think fit upon the members in respect of any monies, unpaid on the shares held by them respectively (whether on account of the nominal amount of the shares or by way of premium or otherwise) and not by the conditions of allotment thereof made payable at fixed times. A call may be made payable either in one sum or by instalments. A call may be revoked or postponed as the Board may determine but no member shall be entitled to any such extension, postponement or revocation except as a matter of grace and favour.

Transfer of Shares**Execution**

38. ~~The~~Subject to the Act and all applicable laws and regulations, including the Securities and Futures Ordinance and USM Rules, transfers of shares may be effected in Uncertificated form through the Electronic System, including the UNSRT System, the Central Clearing and Settlement System, or any other system approved by the Exchange or the SFC, without the need for a written instrument of transfer in accordance with the rules and procedures of the Electronic System. The Company shall not be responsible for any delay or failure in the Electronic System unless caused by its own default. For certificated shares, the instrument of transfer shall be executed by or on behalf of the transferor and by or on behalf of the transferee PROVIDED that the Board may dispense with the execution of the instrument of transfer by the transferee in any case which it thinks fit in its discretion to do so. The instrument of transfer of any certificated share shall be in writing and shall be executed with a ~~manual signature or facsimile signature~~ (which may be machine imprinted or otherwise) by or on behalf of the transferor and transferee PROVIDED that in the case of execution by ~~facsimile~~ signature by or on behalf of a transferor or transferee, the Board shall have previously been provided with a list of specimen signatures of the authorised signatories of such transferor or transferee and the Board shall be reasonably satisfied that such ~~facsimile~~ signature corresponds to one of those specimen signatures. The transferor shall be deemed to remain the holder of a share until the name of the transferee is entered in the register in respect thereof.

**Requirements as to  
transfer**

41. (a) for certificated shares, the instrument of transfer is lodged with the registration office or, as the case may be, the transfer office accompanied by the certificate for the shares to which it relates (which shall upon registration of the transfer be cancelled) and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer;
- (b) if applicable, the instrument of transfer is in respect of only one class of shares;
- (c) if applicable, the instrument of transfer is properly stamped (in circumstances where stamping is required);

**Certificate to be given up  
on transfer**

43. Upon every transfer of shares the certificate held by the transferor if one has been issued shall be given up to be cancelled, and shall forthwith be cancelled accordingly, and a new certificate shall upon request by the transferee be issued without charge to the transferee in respect of the shares transferred to him, and if any of the shares included in the certificate so given up shall be retained by the transferor, a new certificate in respect thereof shall be issued to him upon request without charge. The Company shall also retain the instrument(s) of transfer.

**General Meetings****When annual general  
meeting to be held**

70. The Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and such annual general meeting must be held within 6 months after the end of the Company's financial year unless a longer period would not infringe the Listing Rules, if any. ~~The annual general meeting shall be held at such time and place as the Board shall appoint.~~

**Extraordinary general  
meeting**

71. All general meetings other than annual general meetings shall be called extraordinary general meetings. All general meetings (including an annual general meeting, any adjourned meeting or postponed meeting) may be held as a physical meeting in any part of the world and at one or more locations as provided in Article 79A, as a hybrid meeting or as an electronic meeting, as may be determined by the Board in its absolute discretion.

**Convening of  
extraordinary  
general meeting**

72. The Board may, whenever it thinks fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two or more members of the Company, or on the written requisition of any one member which is a recognised clearing house, deposited at the registered office specifying the objects of the meeting or resolutions to be considered at the meeting (including any resolution to be added to a meeting agenda) and signed by the requisitionists, provided that such requisitionists held as at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company (excluding treasury shares) which carries the right of voting at general meetings of the Company, on a one vote per share basis. Such meeting shall be held within two months after the deposit of such requisition. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting, the requisitionists themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Board shall be reimbursed to them by the Company.

## Notice of meetings

73. (a) An annual general meeting shall be called by not less than 21 days' notice in writing and any other general meeting (including an extraordinary general meeting) shall be called by not less than 14 days' notice in writing. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, ~~and~~. The notice shall specify (a) the time, ~~day, place, and agenda~~ date of the meeting, (b) ~~save for an electronic meeting, the place of the meeting and if there is more than one meeting location as determined by the Board pursuant to Article 79A, the principal place of the meeting (the "Principal Meeting Place"), (c) if the general meeting is to be a hybrid meeting or an electronic meeting, the notice shall include a statement to that effect and with details of the electronic facilities for attendance and participation by electronic means at the meeting or where such details will be made available by the Company prior to the meeting, and (d) particulars of the resolutions to be considered at the meeting~~ ~~and in the case of special business (as defined in Article 75) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution.~~ Notice of every general meeting shall be given to the ~~Auditors and to all members of the Company other than to such members as, under the provisions hereof of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company, to all persons entitled to a share in consequence of the death or bankruptcy or winding up of a member and to each of the Directors and the Auditors.~~ The notice of any general meeting (including a postponed or adjourned meeting) at which communication facilities will be utilised (including any electronic meeting) shall specify the communication facilities that will be utilised, including the procedures to be followed by any member or other participant of the general meeting who wishes to utilise such communication facilities for the purpose of attending, participating and voting at such meeting.

- (b) Notwithstanding that a meeting of the Company is called by shorter notice than that referred to in paragraph (a) hereof, it shall be deemed to have been duly called if it is permitted by the Listing Rules and is so agreed:
  - (i) in the case of a meeting called as an annual general meeting, by all the members of the Company entitled to attend and vote thereat or their proxies; and
  - (ii) ~~in~~ in the case of any other meeting, by a majority in number of the members having a right to attend and vote at the meeting, being a majority together holding not less than 95 per cent. ~~in nominal value of the total voting rights at the meeting of all the members~~shares giving that right.

**Proceedings at General Meetings**

**When if quorum not present meeting to be dissolved and when to be adjourned**

77. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved, but in any other case it shall stand adjourned to the same day in the next week and at such time and ~~place~~(where applicable) place and in such form and manner referred to in Article 71 as shall be decided by the Board, and if at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, the member or members present in person or by proxy shall be a quorum and may transact the business for which the meeting was called.

**Chairman of general meeting**

78A. The Chairman shall take the chair at every general meeting, or, if there be no such Chairman or, if at any general meeting such Chairman shall not be present within 15 minutes after the time appointed for holding such meeting or is unwilling to act, the Directors present shall choose another Director as Chairman, and if no Director be present or if all the Directors present decline to take the chair, or if the Chairman chosen shall retire from the chair, then the members present in person or by proxy who are entitled to vote shall choose one of their own number to be Chairman.

78B. If the chairman of a general meeting held in any form is participating in the general meeting using an electronic facility or facilities which is hereby permitted and becomes unable to participate in the general meeting using such electronic facility or facilities, another person (determined in accordance with Article 78(A) above) shall preside as chairman of the meeting unless and until the original chairman of the meeting is able to participate in the general meeting using the electronic facility or facilities.

**Power to adjourn  
general meeting/  
business of  
adjourned meeting**

79. ~~The~~Subject to Article 79C, the Chairman may, ~~with~~without the consent of any general meeting at which a quorum is present, and ~~shall, if so, or shall at the direction by~~ of the meeting, adjourn any meeting from time to time (or indefinitely) and/or from place to place ~~as the~~and/or from one form to another (a physical meeting shall determine, a hybrid meeting or an electronic meeting). Whenever a meeting is adjourned for 14 days or more, at least seven clear days’ notice, specifying the ~~place, the day and the hour of the adjourned meeting shall be given in the same manner as the case of an original meeting~~details set out in Article 73(a) but it shall not be necessary to specify in such notice the nature of the business to be transacted at the adjourned meeting. Save as aforesaid, no member shall be entitled to any notice of an adjournment or of the business to be transacted at any adjourned meeting. No business shall be transacted at any adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.

79A. (1) The Board may, at its absolute discretion, arrange for persons entitled to attend a general meeting to do so by simultaneous attendance and participation by means of electronic facilities at such location or locations (“Meeting Location(s)”) determined by the Board at its absolute discretion. Any member or any proxy attending and participating in such way or any member or proxy attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities is deemed to be present at and shall be counted in the quorum of the meeting.

(2) All general meetings are subject to the following and, where appropriate, all references to a “member” or “members” in this sub-paragraph (2) shall include a proxy or proxies respectively:

- (a) where a member is attending a Meeting Location and/or in the case of a hybrid meeting, the meeting shall be treated as having commenced if it has commenced at the Principal Meeting Place;
- (b) members present in person or by proxy at a Meeting Location and/or members attending and participating in an electronic meeting or a hybrid meeting by means of electronic facilities shall be counted in the quorum for and entitled to vote at the meeting in question, and that meeting shall be duly constituted and its proceedings valid provided that the chairman of the meeting is satisfied that adequate electronic facilities are available throughout the meeting to ensure that members at all Meeting Locations and members participating in an electronic meeting or a hybrid meeting by means of electronic facilities are able to participate in the business for which the meeting has been convened;
- (c) where members attend a meeting by being present at one of the Meeting Locations and/or where members participating in an electronic meeting or a hybrid meeting by means of electronic facilities, a failure (for any reason) of the electronic facilities or communication equipment, or any other failure in the arrangements for enabling those in a Meeting Location other than the Principal Meeting Place to participate in the business for which the meeting has been convened or in the case of an electronic meeting or a hybrid meeting, the inability of one or more members or proxies to access, or continue to access, the electronic facilities despite adequate electronic facilities having been made available by the Company, shall not affect the validity of the meeting or the resolutions passed, or any business conducted there or any action taken pursuant to such business provided that there is a quorum present throughout the meeting; and

(d) if any of the Meeting Locations is not in the same jurisdiction as the Principal Meeting Place and/or in the case of a hybrid meeting, the provisions of these Articles concerning the service and giving of notice for the meeting, and the time for lodging proxies, shall apply by reference to the Principal Meeting Place; and in the case of an electronic meeting, the time for lodging proxies shall be as stated in the notice for the meeting.

79B. The Board and, at any general meeting, the chairman of the meeting may from time to time make arrangements for managing attendance and/or participation and/or voting at the Principal Meeting Place, any Meeting Location(s) and/or participation in an electronic meeting or a hybrid meeting by means of electronic facilities (whether involving the issue of tickets or some other means of identification, passcode, seat reservation, electronic voting or otherwise) as it shall in its absolute discretion consider appropriate, and may from time to time change any such arrangements, provided that a member who, pursuant to such arrangements, is not entitled to attend, in person or by proxy, at any Meeting Location shall be entitled so to attend at one of the other Meeting Locations; and the entitlement of any member so to attend the meeting or adjourned meeting or postponed meeting at such Meeting Location or Meeting Locations shall be subject to any such arrangement as may be for the time being in force and by the notice of meeting or adjourned meeting or postponed meeting stated to apply to the meeting.

79C. If it appears to the chairman of the general meeting that:

(a) the electronic facilities at the Principal Meeting Place or at such other Meeting Location(s) at which the meeting may be attended have become inadequate for the purposes referred to in Article 79A(1) or are otherwise not sufficient to allow the meeting to be conducted substantially in accordance with the provisions set out in the notice of the meeting; or

(b) in the case of an electronic meeting or a hybrid meeting, electronic facilities being made available by the Company have become inadequate; or

(c) it is not possible to ascertain the view of those present or to give all persons entitled to do so a reasonable opportunity to communicate and/or vote at the meeting; or

(d) there is violence or the threat of violence, unruly behaviour or other disruption occurring at the meeting or it is not possible to secure the proper and orderly conduct of the meeting;

then, without prejudice to any other power which the chairman of the meeting may have under these Articles or at common law, the chairman may, at his/her absolute discretion, without the consent of the meeting, and before or after the meeting has started and irrespective of whether a quorum is present, interrupt or adjourn the meeting (including adjournment for indefinite period). All business conducted at the meeting up to the time of such adjournment shall be valid.

79D. The Board and, at any general meeting, the chairman of the meeting may make any arrangement and impose any requirement or restriction the Board or the chairman of the meeting, as the case may be, considers appropriate to ensure the security and orderly conduct of a meeting (including, without limitation, requirements for evidence of identity to be produced by those attending the meeting, the searching of their personal property and the restriction of items that may be taken into the meeting place, determining the number and frequency of and the time allowed for questions that may be raised at a meeting). Members shall also comply with all requirements or restrictions imposed by the owner of the premises at which the meeting is held. Any decision made under this Article shall be final and conclusive and a person who refuses to comply with any such arrangements, requirements or restrictions may be refused entry to the meeting or ejected (physically or electronically) from the meeting.

79E. If, after the sending of notice of a general meeting but before the meeting is held, or after the adjournment of a meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors, in their absolute discretion, consider that it is inappropriate, impracticable, unreasonable or undesirable for any reason to hold the general meeting on the date or at the time or place or by means of electronic facilities specified in the notice calling the meeting, they may change or postpone the meeting to another date, time and/or place and/or change the electronic facilities and/or change the form of the meeting (a physical meeting, an electronic meeting or a hybrid meeting) without approval from the members. Without prejudice to the generality of the foregoing, the Directors shall have the power to provide in every notice calling a general meeting the circumstances in which a postponement of the relevant general meeting may occur automatically without further notice, including without limitation where a number 8 or higher typhoon signal, black rainstorm warning or other similar event is in force at any time on the day of the meeting. This Article shall be subject to the following:

- (a) when a meeting is so postponed, the Company shall endeavour to post a notice of such postponement on the Company's website as soon as practicable (provided that failure to post such a notice shall not affect the automatic postponement of a meeting);
- (b) when only the form of the meeting or electronic facilities specified in the notice are changed, the Board shall notify the members of details of such change in such manner as the Board may determine;

(c) when a meeting is postponed or changed in accordance with this Article, subject to and without prejudice to Article 79, unless already specified in the original notice of the meeting, the Board shall fix the date, time, place (if applicable) and electronic facilities (if applicable) for the postponed or changed meeting and shall notify the members of such details in such manner as the Board may determine; further all proxy forms shall be valid (unless revoked or replaced by a new proxy) if they are received as required by these Articles not less than 48 hours before the time of the postponed meeting; and

(d) notice of the business to be transacted at the postponed or changed meeting shall not be required, nor shall any accompanying documents be required to be recirculated, provided that the business to be transacted at the postponed or changed meeting is the same as that set out in the original notice of general meeting circulated to the members.

79F. All persons seeking to attend and participate in an electronic meeting or a hybrid meeting shall be responsible for maintaining adequate facilities to enable them to do so. Subject to Article 79C, any inability of a person or persons to attend or participate in a general meeting by way of electronic facilities shall not invalidate the proceedings of and/or resolutions passed at that meeting.

79G. Without prejudice to other provisions in Article 79, a physical meeting may also be held by means of such telephone, electronic or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and participation in such a meeting shall constitute presence in person at such meeting.

**Voting at general meetings**

80. At any general meeting a resolution put to the vote of the meeting shall be decided on a poll save that the Chairman may, in good faith, allow a resolution which relates purely to a procedural or administrative matter as prescribed under the Listing Rules to be voted on by a show of hands. For purposes of this Article, procedural and administrative matters are those that (i) are not on the agenda of the general meeting nor in any supplementary circular that may be issued by the Company to the members; and (ii) relate to the Chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all members a reasonable opportunity to express their views, or such other matters as may be set out in the Listing Rules from time to time. Votes (whether on a show of hands or by way of poll) may be cast by such means, electronic or otherwise, as the Directors or the Chairman of the meeting may determine. The result of a poll shall be deemed to be the resolution of a meeting and the Company shall announce the results of the poll in the manner prescribed under the Listing Rules.

**Poll**

81. A poll shall (subject as provided in Article 82) be taken in such manner (including the use of ballot or voting papers or tickets or by electronic voting or otherwise) as the Chairman directs.

**Written resolutions**

84. A resolution in writing (in one or more counterparts), including a special resolution, signed by all members for the time being entitled to receive notice of and to attend and vote at general meetings (or being corporations by their duly appointed representatives) shall be as valid and effective as if the same had been passed at a general meeting of the Company duly convened and held. Any such resolution shall be deemed to have been passed at a meeting held on the date on which it was signed by the last member to sign, and where the resolution states a date as being the date of his signature thereof by any member such statement shall be prima facie evidence that it was signed by him on that date. Such a resolution may consist of several documents in the like form, each signed by one or more relevant members.

Votes of Members

**Votes of members**

85. Subject to any special rights, privileges or restrictions as to voting for the time being attached to any class or classes of shares, at any general meeting every member present in person (or, in the case of a member being a corporation, by its duly authorised representative) or by proxy shall have one vote for each share registered in such member’s name in the register. A member entitled to more than one vote need not use all his votes or cast all the votes he uses in the same way. For the avoidance of doubt, where more than one proxy is appointed by a ~~recognised~~ recognized clearing house (or its nominee(s)), each proxy is under no obligation to cast all his votes in the same way.

**Instrument appointing proxy to be in writing**

91. The instrument appointing a proxy shall be in ~~writing under the hand of~~ such form, including electronic or otherwise, as the Board may determine and in the absence of such determination, shall be in writing, which may include electronic writing, and signed by the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or ~~under the hand of~~ signed by an officer, attorney or other person duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

**Delivery of authority  
for appointment  
of proxy or copy  
resolution appointing  
representative**

92. (1) The Company may, at its absolute discretion, provide an electronic address for the receipt of any document or information relating to proxies for a general meeting (including any instrument of proxy or invitation to appoint a proxy, any document necessary to show the validity of, or otherwise relating to, an appointment of proxy (whether or not required under these Articles) and notice of termination of the authority of a proxy). If such an electronic address is provided, the Company shall be deemed to have agreed that any such document or information (relating to proxies as aforesaid) may be sent by electronic means to that address, subject as hereafter provided and subject to any other limitations or conditions specified by the Company when providing the address. Without limitation, the Company may from time to time determine that any such electronic address may be used generally for such matters or specifically for particular meetings or purposes and, if so, the Company may provide different electronic addresses for different purposes. The Company may also impose any conditions on the transmission of and its receipt of such electronic communications including, for the avoidance of doubt, imposing any security or encryption arrangements as may be specified by the Company. If any document or information required to be sent to the Company under this Article is sent to the Company by electronic means, such document or information is not treated as validly delivered to or deposited with the Company if the same is not received by the Company at its designated electronic address provided in accordance with this Article or if no electronic address is so designated by the Company for the receipt of such document or information.

~~Delivery of authority  
for appointment  
of proxy or copy  
resolution appointing  
representative~~

92. (2) The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority, (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered at the registered office of the Company (or at such other place as may be specified in the notice convening the meeting or in any notice of any adjournment or, in either case, in any document sent therewith), or if the Company has provided an electronic address in accordance with the preceding paragraph, shall be received at the electronic address specified, not less than 48 hours before the time appointed for holding the meeting or postponed meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll taken subsequently to the date of a meeting or adjourned meeting, not less than 48 hours before the time appointed for the taking of the poll, and in default and subject to Article 93, the instrument of proxy shall not be treated as valid provided always that the Chairman of the meeting may at his discretion direct that an instrument of proxy shall be deemed to have been duly deposited upon receipt of ~~telex or cable or facsimile~~ confirmation from the appointor that the instrument of proxy duly signed is in the course of transmission to the Company. No instrument appointing a proxy shall be valid after the expiration of 12 months from the date named in it as the date of its execution. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting of poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

Rotation of Directors

**Power of general meeting to increase or reduce the number of Directors**

119. The Company may from time to time in general meeting by ordinary resolution increase or reduce the number of Directors but so that the number of Directors shall not be less than two. Subject to the provisions of these Article and the Act, the Company may by ordinary resolution elect any person to be a Director either to fill a ~~casualeausal~~ vacancy or as an addition to the existing Directors. Any Director so appointed shall hold office only until the next following general meeting of the Company (in case of filling a casual vacancy) or until the next following annual general meeting of the Company (in case of an addition to their number) and shall then be eligible for ~~re-electionre-electron~~, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Proceedings of Directors

**Meetings of Directors/ Quorum etc.**

123. The Board may meet together for the despatch of business, adjourn or postpone and otherwise regulate its meetings and proceedings as it thinks fit in any part of the world and may determine the quorum necessary for the transaction of business. Unless otherwise determined two Directors shall be a quorum. For the purposes of this Article an alternate Director shall be counted in a quorum in place of the Director who appointed him and an alternate Director who is an alternate for more than one Director shall for quorum purposes be counted separately in respect of himself (if he is a Director) and in respect of each Director for whom he is an alternate (but so that nothing in this provision shall be construed as authorising a meeting to be constituted when only one person is physically present). A meeting of the Board or any committee of the Board may be held by means of a telephone or tele-conferencing or electronic facilities or any other ~~telecommunications facility-equipment~~ or electronic means provided that all participants are thereby able to communicate contemporaneously by voice with all other participants and participation in a meeting pursuant to this provision shall constitute presence in person at such meeting.

Dividends and Reserves

- As to scrip election**            147. (e) The Board may on any occasion determine that rights of election and the allotment of shares under paragraph (a) shall not be made available or made to any shareholders with registered addresses in any territory where in the absence of a registration statement or other special formalities the circulation of an offer of such rights of election or the allotment of shares would or might be unlawful, or where the Board considers the costs, expenses or possible delays in ascertaining the existence or extent of the legal and other requirements applicable to such offer or the acceptance of such offer out of proportion to the benefit of the Company, and in any such case the provisions aforesaid shall be read and construed subject to such determination. Members affected as a result of the foregoing sentence shall not be or be deemed to be a separate class of members for any purpose whatsoever.
- Payment by post**            155. (c) For the avoidance of doubt, any dividend, interest, or other sum payable in cash may also be paid by electronic funds transfer on such terms and conditions as the Directors may determine.

Document Destruction

- Destruction of registered documents, etc.** 158. The Company shall be entitled to destroy all instruments of transfer, grant of probate, letters of administration, stop notices, powers of attorney, certificates of marriage or death and other documents relating to or affecting title to securities in or of the Company (“Registrable Documents”) which have been registered at any time after the expiration of six years from the date of registration thereof and all dividend mandates or any variation or cancellation thereof and notifications of change of name or address at any time after the expiration of two years from the date of recording thereof and all share certificates which have been cancelled at any time after the expiration of one year from the date of the cancellation thereof and it shall conclusively be presumed in favour of the Company that every entry in the register if purporting to have been made on the basis of an instrument of transfer or Registrable Document so destroyed was duly and properly made and every instrument of transfer or Registrable Document so destroyed was a valid and effective instrument or document duly and properly registered and every share certificate so destroyed was a valid and effective certificate duly and properly cancelled and every other document hereinbefore mentioned so destroyed was a valid and effective document in accordance with the recorded particulars thereof in the books or records of the Company, provided always that:
- (a) the provisions aforesaid shall apply only to the destruction of a document in good faith and without express notice of the Company of any claim (regardless of the parties thereto) to which the document might be relevant;
  - (b) nothing herein contained shall be construed as imposing upon the Company any liability in respect of the destruction of any such document earlier than as aforesaid or in any other circumstances which would not attach to the Company in the absence of this Article; and
  - (c) references herein to the destruction of any document include references to the disposal thereof in any manner.

Notwithstanding any provision contained in these Articles, the Directors may, if permitted by applicable laws, rules and regulations, authorise the destruction of any documents referred to in this Article or any other documents in relation to share registration which have been microfilmed or electronically stored by the Company or by the share registrar on its behalf provided always that this Article shall apply only to the destruction of a document in good faith and without express notice to the Company that the preservation of such document might be relevant to a claim.

**Accounts**

**Annual report of Directors and balance sheet to be sent to members etc.**

163. (b) ~~Printed copies~~Copies of those documents to be laid before the members of the Company at an annual general meeting shall not less than 21 days before the date of the meeting be sent to every member of the Company at the same time as the notice of annual general meeting and every holder of debentures of the Company, provided that the Company shall not be required to send ~~printed~~ copies of those documents to any person of whose address the Company is not aware or to more than one of the joint holders of any shares or debentures.

Notices

## Service of notices

167. (a) ~~Except as otherwise provided in these Articles, any~~ Any notice or document (including a share certificate) may be served by the Company or by the Board on any member either personally or by sending it through the post in a prepaid letter addressed to such member at his registered address as appearing in the register or, to the extent permitted by the Listing Rules and all applicable laws and regulations, by electronic means, including but not limited to electronic mail number or address or website supplied by the member to the Company or by making it available for examination by the member using electronic means, including the posting of such notice or document on the Company's website or web pages, provided that if any such notice or document is to be sent or made available to any member by using electronic means, the Company or the Board must first have received from the relevant member (a) an express positive confirmation in writing or (b) the member's deemed consent in the manner prescribed under the Listing Rules that the member wants to receive or to have made available to him such notice or document by the electronic means that the Company or the Board have suggested or (in the case of notice) by advertisement published in the manner prescribed under the Listing Rules. In the case of joint holders of a share, all notices shall be given alone to that joint holder first named in the register and notice so given shall be sufficient notice to all the joint holders: any "corporate communication" and "actionable corporate communication" within the meaning ascribed thereto under the Listing Rules), whether or not, to be given or issued under these Articles from the Company shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or electronic communication and, subject to compliance with the Listing Rules and any other applicable rules and regulations, any such notice and document may be given or issued by the following means:

(i) by serving it personally on the relevant person;

(ii) by sending it through the post in a prepaid envelope addressed to such member of the Company at his registered address as appearing in the register or at any other address supplied by him to the Company for the purpose;

- (iii) by delivering or leaving it at such address as aforesaid;
- (iv) by published in the newspapers or other publication and where applicable, in accordance with the requirements of the Exchange;
- (v) by sending or transmitting it as an electronic communication to the relevant person at such electronic address as he may provide to the Company without the need for any additional consent or notification;
- (vi) by publishing it on the Company's website or the website of the Exchange without the need for any additional consent or notification; or
- (vii) by sending or otherwise making it available to such person through such other means to the extent permitted by and in accordance with the Act and other applicable laws, rules and regulations.

In the case of joint holders of a share, all notices or documents shall be given to that holder for the time being whose name stands first in the register and notice or document so given shall be deemed a sufficient service on or delivery to all the joint holders. Every member or a person who is entitled to receive notice from the Company under the provisions of the Act or these Articles may register with the Company an electronic address to which notices can be served upon him.

**When notice deemed to be served** 169. Any notice or document;

- (a) if served or delivered by post, shall where appropriate be sent by airmail and shall be deemed to have been served or delivered on the day following that on which the envelope containing the same, properly prepaid and addressed, is put into the post; in proving such service or delivery it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly addressed and put into the post and a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board that the envelope or wrapper containing the Notice or other document was so addressed and put into the post shall be conclusive evidence thereof;

- (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice, documents or publication placed on either the Company's website or the website of the Exchange, is deemed given or served by the Company on the day it first so appears on the relevant website, unless the Listing Rules specify a different date. In such cases, the deemed date of service shall be as provided or required by the Listing Rules;
- (c) if served or delivered in any other manner contemplated by these Articles, shall be deemed to have been served or delivered at the time of personal service or delivery or, as the case may be, at the time of the relevant despatch or transmission; and in proving such service or delivery a certificate in writing signed by the Secretary or other officer of the Company or other person appointed by the Board as to the act and time of such service, delivery, despatch or transmission shall be conclusive evidence thereof; and
- (d) if published as an advertisement in a newspaper or other publication permitted under these Articles, shall be deemed to have been served on the day on which the advertisement first so appears.

~~sent by post shall be deemed to have been served on the day following that on which it is put into a post office situated within Hong Kong and in proving such service it shall be sufficient to prove that the envelope or wrapper containing the notice or document was properly prepaid, addressed and put into such post office and a certificate in writing signed by the Secretary or other person appointed by the Board that the envelope or wrapper containing the notice or document was so addressed and put into such post office shall be conclusive evidence thereof. Any notice or other document delivered or left at a registered address otherwise than by post.~~

**Service of notice to persons entitled on death, mental disorder or bankruptcy of a member**

170. A notice or document may be given by the Company to the person or persons entitled to a share in consequence of the death, mental disorder or bankruptcy of a member by sending it via electronic means, through the post in a prepaid letter addressed to him or them by name, or by the title of representative of the deceased, or trustee of the bankrupt, or by any like description, at the electronic or postal address, if any, ~~within Hong Kong~~ supplied for the purpose by the person claiming to be so entitled, or (until such an electronic or postal address has been so supplied) by giving the notice in any manner in which the same might have been given if the death, mental disorder or bankruptcy had not occurred.

**Payment Of Corporate Action Proceeds And Electronic Instructions**

**Payment Of Corporate Action Proceeds And Electronic Instructions**

182. To the extent permitted by applicable law and unless otherwise restricted or prohibited by the Listing Rules, the Company shall:

(a) accept instructions from members and its securities holders (including but not limited to dividend election instructions, payment choice instructions, responses to “corporate communication” and “actionable corporate communications” within the meaning ascribed thereto under the Listing Rules, and instructions regarding any meeting of the securities holders such as meeting attendance indications, proxy appointments, revocations, voting directions, and responses to corporate communications) transmitted by electronic means, in such manner and subject to reasonable authentication measures as the Board may from time to time determine; and

(b) pay any corporate action proceeds (including proceeds paid by the Company to members and its securities holders in connection with its corporate actions, such as the distribution of dividends and other entitlements, refunds in respect of applications for, and/or (where applicable) excess applications in connection with, rights issues, open offers, and offers made to a specified group of such holders on a preferential basis; and payments in connection with takeovers and privatisations) by any electronic means, including through any payment system in Hong Kong operated by Hong Kong Interbank Clearing Limited for settling inter-bank payments on a real-time gross settlement basis, or by such other means as the Board considers appropriate.

### **Certificated Securities And Electronic Processes**

#### **Certificated Securities and Electronic Processes**

183. The Company shall comply with all applicable laws and regulations, including the Securities and Futures Ordinance and the USM Rules made under the Securities and Futures Ordinance, to facilitate the holding, transfer, and registration of its shares or other prescribed securities in Uncertificated form through electronic means, including via the Electronic System, including UNSRT System or other systems approved by the SFC and the Exchange. The Company may adopt any technology, system, or method for the issuance, holding, and transfer of shares or securities, whether currently existing or developed in the future, provided such adoption complies with applicable law and regulations. The Company is authorised to take all reasonably practicable steps to support electronic communication with securities holders, including but not limited to electronic voting, proxy instructions, and distribution of corporate action proceeds, and to maintain compatibility with the Uncertificated securities market regime. Any provisions in these Articles relating to the issuance, holding, or transfer of securities (including shares) or concerning share certificates shall be interpreted to permit compliance with such electronic processes and systems, to the extent permitted by the laws of the Cayman Islands.

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## 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 1), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 25 June 2026 at 11:00 a.m. for the following purposes:

#### AS ORDINARY RESOLUTIONS

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 December 2025.
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. Fung Wai Ching as independent non-executive Director.
  - (d) To re-elect Mr. Lai Hok Lim as independent non-executive Director.
  - (e) To authorise the board of Directors to fix the remuneration of the respective Directors.
3. To re-appoint HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the Directors to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 “**Exchange**”) (the “**Listing Rules**”), 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 ordinary shares of the Company (the “**Shares**”) (including any sale or transfer of treasury Shares (which shall have the meaning ascribed to it under the Listing Rules) out of treasury) 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 the Shares) 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 the Shares) which would or might require the exercise of such power after the end of the Relevant Period;
- (3) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors (including any sale or transfer of treasury Shares out of treasury) 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 Shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of the 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 the Shares, shall not exceed 20% of the number of the issued Shares (excluding treasury Shares) as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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 Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for the Shares open for a period fixed by the Directors to holders of the 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 the Shares on the Exchange or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Exchange for this purpose, to determine whether such Shares repurchased shall be held as treasury Shares by the Company or otherwise be cancelled, subject to and in accordance with all applicable laws and the requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (2) the aggregate number of the Shares which may be repurchased by the Company pursuant to the approval in paragraph (1) above shall not exceed 10% of the number of issued Shares (excluding treasury Shares) 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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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. 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 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 Shares 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 Shares so repurchased shall not exceed 10% of the total number of the issued Shares (excluding treasury Shares) as at the date of passing the said resolution.”

### SPECIAL RESOLUTION

7. To consider and, if thought fit, pass with or without amendments, the following resolution as a special resolution:

“**THAT** the third amended and restated articles of association of the Company (the “**New Articles**”), a copy of which has been produced to this meeting and marked “A”, be and is hereby approved and adopted in substitution for, and to the exclusion of, the existing second amended and restated articles of association of the Company and that the Directors or the company secretary of the Company be and are hereby authorised to do all things necessary to implement the adoption of the New Articles including but not limited to the execution of any and all documents and attending to any and all filings in the Cayman Islands or Hong Kong as may be necessary in connection therewith.”

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

Hong Kong, 27 May 2026

*Notes:*

1. All resolutions at the meeting will be taken by poll pursuant to the Company’s articles of association and 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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## NOTICE OF ANNUAL GENERAL MEETING

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2. The register of members of the Company will be closed from Monday, 22 June 2026 to Thursday, 25 June 2026 (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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Thursday, 18 June 2026.
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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, 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 Shares up to 20 per cent of the total number of issued Shares (excluding treasury Shares) 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 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 Thursday, 25 June 2026. The date of the postponed meeting will be rescheduled as soon as practicable. Shareholders may contact Customer Service Hotline of Tricor Investor Services 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. Where there are joint holders of any share in the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she/they were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other holder(s) and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
10. No gifts, food or beverages will be provided to attendees at the meeting.
11. References to time and dates in this notice are to Hong Kong time and dates.
12. 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 and Mr. Yuan Huixia; and the independent non-executive Directors are Mr. Fung Wai Ching, Mr. Lai Hok Lim, and Mr. Tsang Chin Pang.*