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HWA SHENG INTERNATIONAL INVESTMENT LIMITED
華晟國際投資有限公司
(Incorporated in Hong Kong with limited liability)

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)

JOINT ANNOUNCEMENT
(1) AGREEMENTS IN RELATION TO THE SALE AND PURCHASE OF SHARES IN CHINA HEALTHWISE HOLDINGS LIMITED; (2) POSSIBLE MANDATORY CONDITIONAL CASH OFFER BY GET NICE SECURITIES LIMITED FOR AND ON BEHALF OF HWA SHENG INTERNATIONAL INVESTMENT LIMITED TO ACQUIRE ALL THE ISSUED SHARES OF CHINA HEALTHWISE HOLDINGS LIMITED (OTHER THAN THOSE ALREADY OWNED AND/OR AGREED TO BE ACQUIRED BY THE OFFEROR, ITS ULTIMATE BENEFICIAL OWNER AND PARTIES ACTING IN CONCERT WITH ANY OF THEM); (3) THE INDEPENDENT BOARD COMMITTEE AND THE INDEPENDENT FINANCIAL ADVISER; AND (4) RESUMPTION OF TRADING

Financial Adviser to the Offeror

Nuada Limited

Offer Agent

結好證券有限公司
GET NICE SECURITIES LIMITED

Independent Financial Adviser to the Independent Board Committee

軟庫中華 SBI China

THE SALE AND PURCHASE AGREEMENTS

The Board has been informed by the Offeror that:

(i) on 18 September 2026 (after trading hours of the Stock Exchange), the Offeror (as purchaser), the Vendors 1 (as vendors) and Shenglongyi entered into the Sale and Purchase Agreement 1, pursuant to which the Offeror has conditionally agreed to acquire and the Vendors 1, namely Eternity Finance Group Limited and Mr. Lei Hong Wai, have conditionally agreed to sell 169,042,824 Sale Shares (equivalent to 33,808,564 Consolidated Sale Shares after the Share Consolidation) and 18,663,636 Sale Shares (equivalent to 3,732,727 Consolidated Sale Shares after the Share Consolidation), respectively, totalling an aggregate of 187,706,460 Sale Shares (equivalent to 37,541,291 Consolidated Sale Shares after the Share Consolidation), representing approximately 20.30% of the total issued share capital of the Company as at the date of this joint announcement, for an aggregate consideration of HK$15,016,516.80 in cash, equivalent to HK$0.08 per Sale Share (equivalent to HK$0.40 per Consolidated Sale Share after the Share Consolidation); and

(ii) on 20 September 2026, the Offeror (as purchaser), the Vendors 2 (as vendors) and Shenglongyi entered into the Sale and Purchase Agreements 2, pursuant to which the Offeror has conditionally agreed to acquire and the Vendors 2, namely Mr. Tang Ching Ho, Ms. Chan Shuk King, Mr. Chau Lai Him and Success Profile Inc., have conditionally agreed to sell 30,000,000 Sale Shares (equivalent to 6,000,000 Consolidated Sale Shares after the Share Consolidation), 29,500,000 Sale Shares (equivalent to 5,900,000 Consolidated Sale Shares after the Share Consolidation), 25,000,000 Sale Shares (equivalent to 5,000,000 Consolidated Sale Shares after the Share Consolidation) and 33,000,000 Sale Shares (equivalent to 6,600,000 Consolidated Sale Shares after the Share Consolidation), respectively, totalling an aggregate of 117,500,000 Sale Shares (equivalent to 23,500,000 Consolidated Sale Shares after the Share Consolidation), representing approximately 12.71% of the total issued share capital of the Company as at the date of this joint announcement, for an aggregate consideration of HK$9,400,000.00 in cash, equivalent to HK$0.08 per Sale Share (equivalent to HK$0.40 per Consolidated Sale Share after the Share Consolidation).

Details of the Sale and Purchase Agreements are set out in the section headed "The Sale and Purchase Agreements" of this joint announcement.

At Completion, the Offeror and the Vendors shall effect Completion via the system of the Stock Exchange or in such other manner as agreed by both parties.

Pursuant to the Sale and Purchase Agreements, Completion shall take place within three Business Days after the conditions to the Sale and Purchase Agreements are satisfied or before 17 December 2026 (whichever is earlier), or at such other date as each of the Vendors and Offeror may agree in writing.

Pursuant to the Sale and Purchase Agreement 1, except for the conditions set out in paragraphs (g) to (i) which can be waived by the Offeror at its sole discretion, other conditions cannot be waived. Pursuant to the Sale and Purchase Agreements 2, except for the condition set out in paragraph (d) which can be waived by the Offeror at its sole discretion, other conditions cannot be waived.

THE SUPPLEMENTAL SALE AND PURCHASE AGREEMENTS

On 6 November 2026, the Offeror and Shenglongyi entered into the Supplemental Sale and Purchase Agreement 1 and the Supplemental Sale and Purchase Agreements 2 with Vendors 1 and Vendors 2, respectively. Pursuant to the Supplemental Sale and Purchase Agreements, the Vendors have agreed to receive deferred payment of the consideration under the respective Sale and Purchase Agreements via the acceptance of a promissory note.

PROMISSORY NOTES

On 6 November 2026, the Offeror has executed and delivered separate Promissory Notes to each of the Vendors, with the principal amount of each Promissory Note corresponding to the respective consideration payable to each Noteholder under the respective Sale and Purchase Agreement. The Vendors are presumed to be acting in concert with the Offeror under class (9) of the definition of "acting in concert" under the Takeovers Code until full repayment of the Promissory Notes by the Offeror.

POSSIBLE MANDATORY CONDITIONAL CASH OFFER

As at the date of this joint announcement, none of the Offeror, its ultimate beneficial owner and parties acting in concert with any of them (other than the Vendors) owned, controlled or had direction over any Shares or any other convertible securities, options, warrants or derivatives in the Company. As at the date of this joint announcement, the Vendors are interested in an aggregate of 305,206,460 Existing Shares (equivalent to 61,041,291 Consolidated Shares after the Share Consolidation), representing approximately 33.01% of the issued share capital of the Company as at the date of this joint announcement.

Immediately following Completion, the Offeror, its ultimate beneficial owner and parties acting in concert with any of them will be interested in an aggregate of 305,206,460 Existing Shares (equivalent to 61,041,291 Consolidated Shares after the Share Consolidation), representing approximately 33.01% of the issued share capital of the Company as at the date of this joint announcement. Accordingly, pursuant to Rule 26.1 of the Takeovers Code, the Offeror will be required to make a mandatory conditional cash offer for all the issued Shares (other than those already owned and/or agreed to be acquired by the Offeror, its ultimate beneficial owner and parties acting in concert with any of them).

As at the date of this joint announcement, the Company has 924,570,836 Existing Shares in issue (equivalent to 184,914,167 Consolidated Shares after the Share Consolidation). The Company does not have any outstanding options, derivatives, warrants or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) which are convertible or exchangeable into Shares and has not entered into any agreement for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares.

Principal terms of the Offer

Subject to and upon Completion, Get Nice will make the Offer, for and on behalf of the Offeror, in compliance with the Takeovers Code and on the terms to be set out in the Composite Document to be issued on the following basis:

For each Offer Share . . . . . **HK$0.08 in cash (equivalent to HK$0.40 per Consolidated Offer Share after the Share Consolidation)**

The Offer Price is the same as the purchase price per Sale Share paid by the Offeror under the Sale and Purchase Agreements.

The Offer will be extended to all Offer Shareholders in accordance with the Takeovers Code. The Offer Shares to be acquired under the Offer shall be fully paid and free from all liens, charges, encumbrances, rights of pre-emption and any other third party rights of any nature and together with all rights now and thereafter becoming attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of the despatch of the Composite Document.

Condition to the Offer

The Offer is conditional on the number of Shares in respect of valid acceptances of the Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the Offer Closing Date (or such later time or date as the Offeror may, subject to the Takeovers Code, decide), together with the Shares already owned by the Offeror, its ultimate beneficial owner and parties acting in concert with any of them and acquired or agreed to be acquired before and during the Offer Period, resulting in the Offeror, its ultimate beneficial owner and parties acting in concert with any of them holding in aggregate more than 50% of the voting rights of the Company.

The Offeror will issue an announcement in relation to the revision, extension or lapse of the Offer or the fulfilment of the condition to the Offer in accordance with the Takeovers Code and the Listing Rules. The latest time on which the Offeror can declare the Offer unconditional as to acceptances is 7:00 p.m. on the 60th day after the despatch of the Composite Document (or such later date to which the Executive may consent).

Total value of the Offer

As at the date of this joint announcement, there are 924,570,836 Existing Shares in issue (equivalent to 184,914,167 Consolidated Shares after the Share Consolidation). On the basis of the Offer Price being HK$0.08 per Offer Share (equivalent to HK$0.40 per Consolidated Offer Share after the Share Consolidation), the total issued share capital of the Company would be valued at HK$73,965,666.88.

Assuming no change to the issued share capital of the Company from the date of this joint announcement up to the Offer Closing Date, 619,364,376 Existing Shares (equivalent to 123,872,876 Consolidated Shares after the Share Consolidation) will be subject to the Offer. On the basis of full acceptance of the Offer, the maximum cash consideration payable by the Offeror under the Offer would be HK$49,549,150.08 based on the Offer Price.

Financial resources available to the Offeror

The Offeror intends to finance the consideration payable under the Offer in full by the facility of HK$50,000,000 provided by Get Nice, which is secured by the share charge over the Sales Shares and the Shares to be acquired by the Offeror during the Offer Period and under the Offer. Nuada, being the financial adviser to the Offeror, is satisfied that there are sufficient financial resources available to the Offeror to satisfy the consideration payable upon full acceptance of the Offer.

THE INDEPENDENT BOARD COMMITTEE AND THE INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, comprising Mr. Fung Wai Ching, Mr. Lai Hok Lim and Mr. Tsang Chin Pang, all being the independent non-executive Directors, who have no direct or indirect interest in the Offer, has been established by the Company in accordance with Rules 2.1 and 2.8 of the Takeovers Code to give a recommendation to the Offer Shareholders as to whether the Offer is fair and reasonable and as to the acceptance of the Offer.

The Independent Financial Adviser has been appointed by the Company with the approval of the Independent Board Committee to advise the Independent Board Committee in respect of the Offer and as to whether the Offer is fair and reasonable and as to acceptance of the Offer pursuant to Rule 2.1 of the Takeovers Code.

DESPATCH OF THE COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company to combine the offer document and the offeree board circular in the Composite Document in accordance with the Takeovers Code. The Composite Document will contain, amongst other things; (i) details of the Offer (including the expected timetable and terms of the Offer); (ii) a letter of recommendation from the Independent Board Committee to the Offer Shareholders; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee, together with the relevant form of acceptance and transfer.

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document is required to be despatched within 21 days of the date of this joint announcement or such later date as the Executive may approve. As the Offer is conditional upon Completion taking place, if Completion cannot take place within 21 days of the date of this joint announcement, the Offeror and the Company will seek the consent from the Executive for an extension of time to despatch the Composite Document to within 7 days of Completion.

Further announcement(s) regarding the despatch of the Composite Document will be made by the Offeror and the Company as and when appropriate.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 21 September 2026 pending the publication of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on 19 November 2026.

WARNING

The Offer is subject to Completion such that the Offer may or may not proceed. If the total number of Offer Shares in respect of the valid acceptances which the Offeror has received at or before 4:00 p.m. on the Offer Closing Date (or such other time as the Offeror may, subject to the Takeovers Code, decide) under the Offer, together with the Shares owned or acquired before or during the Offer, does not result in the Offeror, its ultimate beneficial owner and parties acting in concert with any of them holding more than 50% of the voting rights of the Company, the Offer will not become unconditional and will lapse.

The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to the acceptance of the Offer in this joint announcement, and strongly recommend the Offer Shareholders not to form a view on the Offer unless and until they have received and read the Composite Document, including the recommendation of the Independent Board Committee in respect of the Offer and the letter of advice from the Independent Financial Adviser.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If Shareholders and potential investors of the Company are in any doubt about their position, they should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

INTRODUCTION

The Board has been informed by the Offeror that:

(i) on 18 September 2026 (after the trading hours of the Stock Exchange), the Offeror (as purchaser), the Vendors 1 (as vendors) and Shenglongyi entered into the Sale and Purchase Agreement 1, pursuant to which the Offeror has conditionally agreed to acquire and the Vendors 1, namely Eternity Finance Group Limited and Mr. Lei Hong Wai, have conditionally agreed to sell 169,042,824 Sale Shares (equivalent to 33,808,564 Consolidated Sale Shares after the Share Consolidation) and 18,663,636 Sale Shares (equivalent to 3,732,727 Consolidated Sale Shares after the Share Consolidation), respectively, totalling an aggregate of 187,706,460 Sale Shares (equivalent to 37,541,291 Consolidated Sale Shares after the Share Consolidation), representing approximately 20.30% of the total issued share capital of the Company as at the date of this joint announcement, for an aggregate consideration of HK$15,016,516.80 in cash, equivalent to HK$0.08 per Sale Share (equivalent to HK$0.40 per Consolidated Sale Share after the Share Consolidation); and

(ii) on 20 September 2026, the Offeror (as purchaser), the Vendors 2 (as vendors) and Shenglongyi entered into the Sale and Purchase Agreements 2, pursuant to which the Offeror has conditionally agreed to acquire and the Vendors 2, namely Mr. Tang Ching Ho, Ms. Chan Shuk King, Mr. Chau Lai Him and Success Profile Inc., have conditionally agreed to sell 30,000,000 Sale Shares (equivalent to 6,000,000 Consolidated Sale Shares after the Share Consolidation), 29,500,000 Sale Shares (equivalent to 5,900,000 Consolidated Sale Shares after the Share Consolidation), 25,000,000 Sale Shares (equivalent to 5,000,000 Consolidated Sale Shares after the Share Consolidation) and 33,000,000 Sale Shares (equivalent to 6,600,000 Consolidated Sale Shares after the Share Consolidation), respectively, totalling an aggregate of 117,500,000 Sale Shares (equivalent to 23,500,000 Consolidated Sale Shares after the Share Consolidation), representing approximately 12.71% of the total issued share capital of the Company as at the date of this joint announcement, for an aggregate consideration of HK$9,400,000.00 in cash, equivalent to HK$0.08 per Sale Share (equivalent to HK$0.4 per Consolidated Sale Share after the Share Consolidation).

SHARE CONSOLIDATION

References are made to (i) the Company's announcement dated 13 August 2026; (ii) the Company's circular dated 28 August 2026; and (iii) the Company's announcements dated 18 September 2026 and 21 September 2026.

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

Upon the Share Consolidation becoming effective and on the basis that the Company will not allot, issue or repurchase any Existing Shares prior to completion of the Share Consolidation, the authorised share capital of the Company will be HK$1,500,000,000 divided into 30,000,000,000 ordinary shares of par value HK$0.05 each, of which 154,096,167 Consolidated Shares will be in issue and fully paid or credited as fully paid.

Since the trading of the Existing Shares on the Stock Exchange has been halted with effect from 9:00 a.m. on 21 September 2026, the effective date of the Share Consolidation, which was originally scheduled to be on 22 September 2026, is expected to be postponed to a date to be consulted with the Stock Exchange after this joint announcement.

The Company will make further announcement(s) in respect of the revised timetable as and when appropriate.

THE SALE AND PURCHASE AGREEMENTS

Principal terms of the Sale and Purchase Agreements are summarised below:

The Sale and Purchase Agreement 1

Date: 18 September 2026

Parties: (1) Vendors: Vendors 1, comprising:

- Eternity Finance Group Limited (as to 169,042,824 Sale Shares (equivalent to 33,808,564 Consolidated Sale Shares after the Share Consolidation)), representing approximately 18.28% of the total issued share capital of the Company as at the date of this joint announcement;
- Mr. Lei Hong Wai (as to 18,663,636 Sale Shares (equivalent to 3,732,727 Consolidated Sale Shares after the Share Consolidation)), representing approximately 2.02% of the total issued share capital of the Company as at the date of this joint announcement;

(2) Purchaser: The Offeror; and

(3) Shenglongyi (as the holding company of the Offeror).

Pursuant to the Sale and Purchase Agreement 1, the Offeror has conditionally agreed to acquire and the Vendors 1 have conditionally agreed to sell an aggregate of 187,706,460 Sale Shares (equivalent to 37,541,291 Consolidated Sale Shares after the Share Consolidation), representing approximately 20.30%% of the total issued share capital of the Company as at the date of this joint announcement, free and clear of all pledges, liens, charges, security interests, equities, pre-emptive rights and other encumbrances and claims, and together with all rights and benefits attaching to them as at the date of the Sale and Purchase Agreement 1 (including, without limitation, the right to receive all dividends or distributions declared, made or paid at or after the date of the Sale and Purchase Agreement 1).

Eternity Finance Group Limited is a company incorporated in British Virgin Islands with limited liability and a wholly owned subsidiary of RICHE (BVI) LIMITED, which in turn is wholly owned by Eternity Investment Limited, an exempted company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 764).

Eternity Investment Limited is owned as to 14.49% by Twin Success International Limited and 10.15% by Mr. Lei Hong Wai. Twin Success International Limited is owned as to 50.00% by Mr. Lei Hong Wai and as to 50.00% by Silver Pacific Development Limited. Silver Pacific Development Limited is owned as to 50.00% by Mr. Cheung Kwok Wai Elton and as to 50.00% by Mr. Guan Jian. No other shareholders of Eternity Investment Limited holds more than 5% of its shares.

Mr. Lei Hong Wai is an executive Director of the Company and is also a director of Eternity Finance Group Limited and RICHE (BVI) LIMITED, and an executive director of Eternity Investment Limited.

Consideration of Sale and Purchase Agreement 1

The aggregate consideration for the Sale Shares 1 is HK$15,016,516.80 in cash, equivalent to HK$0.08 per Sale Share (equivalent to HK$0.40 per Consolidated Sale Share after the Share Consolidation) for each of the Vendors 1, of which HK$13,523,425.92 and HK$1,493,090.88 are payable by the Offeror to Eternity Finance Group Limited and Mr. Lei Hong Wai, respectively, under the Sale and Purchase Agreement 1.

The consideration was determined after arm's length negotiations between the Offeror and the Vendors 1 and taking into account of, amongst other things, (i) historical trading prices of the Shares; and (ii) the prevailing market prices of the Shares.

The consideration will be settled in cash in full by the Offeror upon Completion of Sale and Purchase Agreement 1.

Conditions of Sale and Purchase Agreement 1

The obligations of the Offeror under the Sale and Purchase Agreement 1 shall be subject to the following conditions:

(a) the existing listing status of the Shares not having been withdrawn, and the Shares continuing to be traded on the Stock Exchange from the date of the Sale and Purchase Agreement 1 until the date of Completion of Sale and Purchase Agreement 1 (both dates inclusive) (excluding any temporary suspension of trading of no more than seven consecutive trading days on the Stock Exchange or any other period agreed by the Offeror, or any temporary suspension of trading related to the Offer or the transactions contemplated under the Sale and Purchase Agreement 1), and neither the Stock Exchange nor the SFC having indicated in writing any objection to the continued listing of the Shares;

(b) neither any party to the Sale and Purchase Agreement 1 nor the Company having received any written or oral indication or proof from the Stock Exchange or the SFC to the effect that, as a result of the transactions contemplated under the Sale and Purchase Agreement 1: (i) any rules, regulations, or requirements issued by the Stock Exchange and/or the SFC would be materially breached; (ii) the Company may or will be regarded as a new listing applicant under the Listing Rules;

(c) the Offeror or its parent company having completed the ODI Approvals, and such ODI Approvals remaining in full force and effect and not having been withdrawn. The ODI Approvals are: (1) the "Project Filing Notice"* (《項目備案通知書》) or a document with equivalent legal effect issued by the National Development and Reform Commission of the PRC (中國國家發展和改革委員會) (the "**NDRC**") or its local branches for the transactions contemplated under the Sale and Purchase Agreements pursuant to the Administrative Measures for Outbound Investment by Enterprises* (《企業境外投資管理辦法》); (2) the "Enterprise Outbound Investment Certificate"* (《企業境外投資證書》) or a document with equivalent legal effect issued by the Ministry of Commerce of the PRC (中國商務部) (the "**MOFCOM**") or its local branches for the transactions contemplated under the Sale and Purchase Agreement pursuant to the Administrative Measures for Outbound Investment by Enterprises* (《企業境外投資管理辦法》); and (3) the foreign exchange registration formalities for outbound direct investment processed by the State Administration of Foreign Exchange (國家外匯管理局) (the "**SAFE**") or its local counterparts or designated qualified PRC banks for the transactions contemplated under the Sale and Purchase Agreements in accordance with applicable foreign exchange regulations;

(d) the Offeror having obtained or completed, in accordance with applicable laws, all necessary approvals, registrations, filings, and declarations from relevant authorities relating to the transactions contemplated under the Sale and Purchase Agreement 1, including but not limited to the sale of the Sale Shares 1 and the Offer, including the ODI Approvals;

(e) the Offeror and the Vendors 1 having obtained all necessary approvals, in accordance with applicable laws and their respective articles of association (if applicable), for the Sale and Purchase Agreement 1 and the transactions contemplated thereunder, including the sale of the Sale Shares 1, and the Offer, including but not limited to approvals from their respective shareholders and boards of directors (if applicable);

(f) no government or regulatory authority having served, issued, or made any notice, order, judgment, action, or proceeding that restricts, prohibits the sale of the Sale Shares 1, renders it illegal, or is likely to restrict, prohibit the sale of the Sale Shares 1, render it illegal, or materially and adversely affect the Offeror's right to acquire legal and beneficial ownership of the Sale Shares 1 (free from any encumbrances);

(g) the Offeror having completed its due diligence investigation on the financial, legal, intellectual property, tax, business, corporate licenses, and governmental regulatory aspects of the Group, and the results of such due diligence are satisfactory to the Offeror, or any issues identified in the due diligence having been addressed to the satisfaction of the Offeror;

(h) from the date of the Sale and Purchase Agreement 1 until the date of Completion of Sale and Purchase Agreement 1, the Warranties of Vendors 1 remaining true, complete, correct, and non-misleading in all respects; the Vendors 1 not having breached their respective obligations and warranties under the Sale and Purchase Agreement 1; and having performed and complied with all agreements, obligations, and conditions to be performed or complied with by them under the Sale and Purchase Agreement 1 on or before the date of Completion of Sale and Purchase Agreement 1, or having fulfilled all their respective obligations and undertakings under the Sale and Purchase Agreement 1; and

(i) no material adverse change having occurred in relation to the Group at any time prior to Completion of Sale and Purchase Agreement 1.

Completion of Sale and Purchase Agreement 1 is not conditional upon Completion of Sale and Purchase Agreements 2.

Except for the conditions (g) to (i) above which can be waived by the Offeror in its sole discretion by notice to the Vendors 1 in writing, other conditions cannot be waived.

Regarding conditions (c) and (d) above, the Offeror has already obtained approval from MOFCOM and the approval from NDRC is expected to take approximately 1 month from the date of this joint announcement, while the approval from the SAFE is expected to take approximately 2 to 3 weeks thereafter.

Save for the ODI Approvals, no other approvals, registrations, filings, and declarations from relevant authorities are required.

As at the date of this joint announcement, none of the conditions have been fulfilled.

Completion of Sale and Purchase Agreement 1

At Completion of Sale and Purchase Agreement 1, the Offeror and the Vendors 1 shall effect Completion of Sale and Purchase Agreement 1 via the system of the Stock Exchange or in such other manner as agreed by both parties.

Pursuant to the Sale and Purchase Agreement 1, Completion of Sale and Purchase Agreement 1 shall take place within three Business Days after the conditions to the Sale and Purchase Agreement 1 are satisfied or before 17 December 2026 (whichever is earlier), or at such other date as each of the Vendors 1 and Offeror may agree in writing.

The Sale and Purchase Agreements 2

Date: 20 September 2026

Parties: (1) Vendors: Vendors 2, comprising:

- Mr. Tang Ching Ho (鄧清河) (as to 30,000,000 Sale Shares (equivalent to 6,000,000 Consolidated Sale Shares after the Share Consolidation)), representing approximately 3.24% of the total issued share capital of the Company as at the date of this joint announcement;
- Ms. Chan Shuk King (陳淑瓊) (as to 29,500,000 Sale Shares (equivalent to 5,900,000 Consolidated Sale Shares after the Share Consolidation)), representing approximately 3.19% of the total issued share capital of the Company as at the date of this joint announcement;
- Mr. Chau Lai Him (周禮謙) (as to 25,000,000 Sale Shares (equivalent to 5,000,000 Consolidated Sale Shares after the Share Consolidation)), representing approximately 2.70% of the total issued share capital of the Company as at the date of this joint announcement;
- Success Profile Inc. (as to 33,000,000 Sale Shares (equivalent to 6,600,000 Consolidated Sale Shares after the Share Consolidation)), representing approximately 3.57% of the total issued share capital of the Company as at the date of this joint announcement;

(2) Purchaser: The Offeror; and

(3) Shenglongyi (as the holding company of the Offeror).

Pursuant to the Sale and Purchase Agreements 2, the Offeror has conditionally agreed to acquire and the Vendors 2 have conditionally agreed to sell an aggregate of 117,500,000 Sale Shares (equivalent to 23,500,000 Consolidated Sale Shares after the Share Consolidation), representing approximately 12.71% of the total issued share capital of the Company as at the date of this joint announcement, free and clear of all pledges, liens, charges, security interests, equities, pre-emptive rights and other encumbrances and claims, and together with all rights and benefits attaching to them as at the date of the Sale and Purchase Agreements 2 (including, without limitation, the right to receive all dividends or distributions declared, made or paid at or after the date of the Sale and Purchase Agreements 2).

Consideration of Sale and Purchase Agreements 2

The aggregate consideration for the Sale Shares is HK$9,400,000.00 in cash, equivalent to HK$0.08 per Sale Share (equivalent to HK$0.40 per Consolidated Sale Share after the Share Consolidation) for each of the Vendors 2, of which HK$2,400,000, HK$2,360,000,

HK$2,000,000 and HK$2,640,000 are payable by the Offeror to Mr. Tang Ching Ho, Ms. Chan Shuk King, Mr. Chau Lai Him and Success Profile Inc., respectively, under the Sale and Purchase Agreements 2.

The consideration was determined after arm's length negotiations between the Offeror and the Vendors 2 and taking into account of, amongst other things, (i) historical trading prices of the Shares; and (ii) the prevailing market prices of the Shares.

The consideration will be settled in cash in full by the Offeror upon Completion of Sale and Purchase Agreements 2.

Conditions of Sale and Purchase Agreements 2

The obligations of the Offeror under the Sale and Purchase Agreements 2 shall be subject to the following conditions:

(a) the Offeror or its parent company having completed the ODI Approvals, and such ODI Approvals remaining in full force and effect and not having been withdrawn. The ODI Approvals are: (1) the "Project Filing Notice"* (《項目備案通知書》) or a document with equivalent legal effect issued by the NDRC or its local branches for the transactions contemplated under the Sale and Purchase Agreements 2 pursuant to the Administrative Measures for Outbound Investment by Enterprises* (《企業境外投資管理辦法》); (2) the "Enterprise Outbound Investment Certificate"* (《企業境外投資證書》) or a document with equivalent legal effect issued by the MOFCOM or its local branches for the transactions contemplated under the Sale and Purchase Agreements 2 pursuant to the Administrative Measures for Outbound Investment by Enterprises* (《企業境外投資管理辦法》); and (3) the foreign exchange registration formalities for outbound direct investment processed by the SAFE or its local counterparts or designated qualified PRC banks for the transactions contemplated under the Sale and Purchase Agreements 2 in accordance with applicable foreign exchange regulations;

(b) the Offeror having obtained or completed, in accordance with applicable laws, all necessary approvals, registrations, filings, and declarations from relevant authorities relating to the transactions contemplated under the Sale and Purchase Agreements 2, including but not limited to the sale of the Sale Shares 2 and the Offer, including the ODI Approvals;

(c) Completion of the Sale and Purchase Agreement 1 and the transactions contemplated thereunder; and

(d) from the date of the Sale and Purchase Agreements 2 until the date of Completion of Sale and Purchase Agreements 2, the Warranties of Vendors 2 remaining true, complete, correct, and non-misleading in all respects; the Vendors 2 not having breached their respective obligations and warranties under the Sale and Purchase Agreements 2; and the Vendors 2 having performed and complied with all agreements, obligations, and conditions to be performed or complied with by them under the Sale and Purchase Agreements 2 on or before the date of Completion of Sale and Purchase Agreements 2, or having fulfilled all their respective obligations and undertakings under the Sale and Purchase Agreements 2.

Except for the condition (d) above which can be waived by the Offeror in its sole discretion by notice to the Vendors 2 in writing, other conditions cannot be waived.

Regarding conditions (a) and (b) above, the Offeror has already obtained approval from MOFCOM and the approval from NDRC is expected to take approximately 1 month from the date of this joint announcement, while the approval from the SAFE is expected to take approximately 2 to 3 weeks thereafter.

Save for the ODI Approvals, no other approvals, registrations, filings, and declarations from relevant authorities are required. Subject to condition (c) above, the Sale and Purchase Agreements 2 shall not proceed to completion unless the Sale and Purchase Agreement 1 is completed.

As at the date of this joint announcement, none of the conditions have been fulfilled.

Completion of Sale and Purchase Agreements 2

At Completion of Sale and Purchase Agreements 2, the Offeror and the Vendors 2 shall effect Completion of Sale and Purchase Agreements 2 via the system of the Stock Exchange or in such other manner as agreed by both parties.

Pursuant to the Sale and Purchase Agreements 2, Completion of Sale and Purchase Agreements 2 shall take place within three Business Days after the conditions to the Sale and Purchase Agreements 2 are satisfied or before 17 December 2026 (whichever is earlier), or at such other date as each of the Vendors 2 and Offeror may agree in writing. Completion of Sale and Purchase Agreements 2 is expected to take place at the same time as Sale and Purchase Agreement 1.

THE SUPPLEMENTAL SALE AND PURCHASE AGREEMENTS

On 6 November 2026, the Offeror and Shenglongyi entered into the Supplemental Sale and Purchase Agreement 1 and the Supplemental Sale and Purchase Agreements 2 with Vendors 1 and Vendors 2, respectively. Pursuant to the Supplemental Sale and Purchase Agreements, the Vendors have agreed to receive deferred payment of the consideration under the respective Sale and Purchase Agreements via the acceptance of a promissory note.

PROMISSORY NOTES

On 6 November 2026, the Offeror has executed and delivered separate Promissory Notes to each of the Vendors (in their capacities as Noteholders), with the principal amount of each Promissory Note corresponding to the respective consideration payable to each Noteholder under the respective Sale and Purchase Agreement.

The principal terms of the Promissory Notes are set out below:

Issuer:	the Offeror
Issue date:	6 November 2026
Noteholders:	the Vendors
Security:	unsecured
Principal amount:	HK$24,416,516.80
Interest:	interest-free
Maturity:	17 December 2026 or such other date as agreed by the parties in writing
Early redemption:	the Offeror may at any time before the maturity date of the Promissory Notes prepay all or any part of the principal amount of the Promissory Notes. Any repayment of the consideration under the Sale and Purchase Agreements by the Offeror (as purchaser) to the Noteholders (as vendors) shall be considered early redemption
Transferability:	no Noteholder may assign, transfer, novate, charge, declare a trust over or otherwise dispose of any of its rights under the Promissory Notes or any amount payable thereunder, whether in whole or in part
Relationship with the Sale and Purchase Agreements:	a failure to pay the Promissory Notes on time constitutes a default under the Sale and Purchase Agreements, enabling the Noteholders to pursue all legal and contractual remedies; if any of the conditions of the Sale and Purchase Agreements is not fulfilled or (where capable of being waived) not waived, such that Completion of the Sale and Purchase Agreements do not take place in accordance with the Sale and Purchase Agreements, the corresponding Promissory Notes shall become null and void and of no effect

Save as the consideration payable by the Offeror to the Vendors under the Sale and Purchase Agreements, there is no other consideration, compensation or benefits in whatever form provided or to be provided by the Offeror, its ultimate beneficial owner and parties acting in concert with any of them (other than the Vendors) to the Vendors, their respective ultimate beneficial owners (where applicable) and parties acting in concert with any of them.

Due to the deferral in payments of the consideration of the Sale and Purchase Agreements as described above, the Vendors are presumed to be acting in concert with the Offeror under class (9) of the definition of ''acting in concert'' under the Takeovers Code until full repayment of the Promissory Notes by the Offeror.

POSSIBLE MANDATORY CONDITIONAL CASH OFFER

As at the date of this joint announcement, none of the Offeror, its ultimate beneficial owner and parties acting in concert with any of them (other than the Vendors) owned, controlled or had direction over any Shares or any other convertible securities, options, warrants or derivatives in the Company. As at the date of this joint announcement, the Vendors are interested in an aggregate of 305,206,460 Existing Shares (equivalent to 61,041,291 Consolidated Shares after the Shares Consolidation), representing approximately 33.01% of the issued share capital of the Company as at the date of this joint announcement.

Immediately following Completion, the Offeror, its ultimate beneficial owner and parties acting in concert with any of them will be interested in 305,206,460 Existing Shares (equivalent to 61,041,291 Consolidated Shares after the Share Consolidation), representing approximately 33.01% of the issued share capital of the Company as at the date of this joint announcement. Accordingly, pursuant to Rule 26.1 of the Takeovers Code, the Offeror will be required to make a mandatory conditional cash offer for all the issued Shares (other than those already owned and/or agreed to be acquired by the Offeror, its ultimate beneficial owner and parties acting in concert with any of them).

As at the date of this joint announcement, the Company has 924,570,836 Existing Shares in issue (equivalent to 184,914,167 Consolidated Shares after the Share Consolidation). The Company does not have any outstanding options, derivatives, warrants or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) which are convertible or exchangeable into Shares and has not entered into any agreements for the issue of such options, derivatives, warrants or securities which are convertible or exchangeable into Shares.

Principal terms of the Offer

Subject to and upon Completion, Get Nice will make the Offer, for and on behalf of the Offeror, in compliance with the Takeovers Code and on the terms to be set out in the Composite Document to be issued on the following basis:

For each Offer Share..... HK$0.08 in cash (equivalent to HK$0.40 per Consolidated Offer Share after the Share Consolidation)

The Offer Price of HK$0.08 per Existing Share (equivalent to HK$0.40 per Consolidated Share after the Share Consolidation) is the same as the purchase price per Sale Share paid by the Offeror under the Sale and Purchase Agreements.

The Offer will be extended to all Offer Shareholders in accordance with the Takeovers Code. The Offer Shares to be acquired under the Offer shall be fully paid and free from all liens, charges, encumbrances, rights of pre-emption and any other third party of any nature and together with all rights now and thereafter becoming attached thereto, including but not limited to all rights to any dividend or other distribution declared, made or paid on or after the date on which the Offer is made, being the date of the despatch of the Composite Document.

The Directors confirm that as at the date of this joint announcement, (a) the Company has not declared any dividend, the record date of which falls on or after the expected date of despatch of the Composite Document; and (b) the Company does not have any intention to make, declare or pay any future dividend/make other distributions until the close of the Offer.

Comparison of value

The Offer Price of HK$0.08 per Offer Share (equivalent to HK$0.40 per Consolidated Share after the Share Consolidation) represents:

(a) a premium of approximately 9.59% over the closing price of HK$0.0730 per Share as quoted on the Stock Exchange on 18 September 2026, being the Last Trading Day;

(b) a premium of approximately 10.80% over the average of the closing prices of the Shares of approximately HK$0.0722 per Share as quoted on the Stock Exchange for the five consecutive trading days up to and including the Last Trading Day;

(c) a premium of approximately 13.15% over the average of the closing prices of the Shares of approximately HK$0.0707 per Share as quoted on the Stock Exchange for the 10 consecutive trading days up to and including the Last Trading Day;

(d) a premium of approximately 4.12% over the average of the closing prices of the Shares of approximately HK$0.07683 per Share as quoted on the Stock Exchange for the 30 consecutive trading days up to and including the Last Trading Day;

(e) a premium of approximately 12.68% over the average of the closing prices of the Shares of approximately HK$0.0710 per Share as quoted on the Stock Exchange for the 90 consecutive trading days up to and including the Last Trading Day;

(f) a premium of approximately HK$0.1027 to the audited consolidated net liabilities of approximately HK$0.0227 per Existing Share as at 31 December 2025 (based on a total of 924,570,836 Existing Shares in issue as at the date of this joint announcement) and the audited consolidated net liability of the Group of approximately HK$20,992,000 as at 31 December 2025; and

(g) a premium of approximately HK$0.1342 to the unaudited consolidated net liabilities of approximately HK$0.0542 per Existing Share as at 30 June 2026 (based on a total of 924,570,836 Existing Shares in issue as at the date of this joint announcement) and the unaudited consolidated net liability value of the Group of approximately HK$50,096,000 as at 30 June 2026.

Highest and lowest Existing Share price

During the six-month period immediately preceding the date of this joint announcement and up to and including the Last Trading Day:

(a) the highest closing price of the Existing Shares as quoted on the Stock Exchange was HK$0.108 per Existing Share on 6 August 2026; and

(b) the lowest closing price of the Existing Shares as quoted on the Stock Exchange was HK$0.056 per Existing Share on 8 May 2026, 30 June 2026 and 13 July 2026.

Condition of the Offer

The Offer is conditional on the number of Shares in respect of valid acceptances of the Offer being received (and not, where permitted, withdrawn) by 4:00 p.m. on the Offer Closing Date on which the Offer closes (or such later time or date as the Offeror may, subject to the Takeovers Code, decide), together with the Shares already owned by Offeror, its ultimate beneficial owner and parties acting in concert with any of them and acquired or agreed to be acquired before and during the Offer Period, resulting in the Offeror, its ultimate beneficial owner and parties acting in concert with any of them holding in aggregate more than 50% of the voting rights of the Company.

The Offeror will issue an announcement in relation to the revision, extension or lapse of the Offer or the fulfilment of the condition to the Offer in accordance with the Takeovers Code and the Listing Rules. The latest time on which the Offeror can declare the Offer unconditional as to acceptances is 7:00 p.m. on the 60th day after the despatch of the Composite Document (or such later date to which the Executive may consent).

Total value of the Offer

As at the date of this joint announcement, there are 924,570,836 Existing Shares in issue (equivalent to 184,914,167 Consolidated Shares after the Share Consolidation). On the basis of the Offer Price being HK$0.08 per Offer Share (equivalent to HK$0.40 per Consolidated Offer Share after the Share Consolidation), the total issued share capital of the Company would be valued at HK$73,965,666.88.

Assuming no change in the issued share capital of the Company from the date of this joint announcement up to the Offer Closing Date, 619,364,376 Existing Shares (equivalent to 123,872,876 Consolidated Shares after the Share Consolidation) will be subject to the Offer. On the basis of full acceptance of the Offer, the maximum cash consideration payable by the Offeror under the Offer would be HK$49,549,150.08 based on the Offer Price.

Financial resources available to the Offeror

The Offeror intends to finance the consideration payable under the Offer in full by the facility of HK$50,000,000 provided by Get Nice, which is secured by the share charge over the Sales Shares and the Shares to be acquired by the Offeror during the Offer Period and under the Offer. The maximum aggregate amount payable by the Offeror for the Offer would be HK$49,549,150.08 based on the Offer Price of HK$0.08 per Offer Share assuming full acceptance of the Offer.

Nuada, being the financial adviser to the Offeror in respect of the Offer, is satisfied that there are sufficient financial resources and will remain available to the Offeror to satisfy the consideration payable upon full acceptance of the Offer.

Settlement of consideration

Once the Offer has become, or has been declared, unconditional in all respects, settlement of the consideration in respect of acceptances of the Offer will be made as soon as possible but in any event no later than seven (7) Business Days of the date of which (i) the duly completed acceptance of the Offer and the relevant documents of title in respect of such

acceptances are received by the Offeror or its agent acting on behalf of it to render such acceptance complete and valid, or (ii) the Offer has become or is declared unconditional in all aspects, whichever is later.

No fractions of a cent will be payable and the amount of cash consideration payable to an Offer Shareholder who accepts the Offer will be rounded up to the nearest cent.

Return of documents

If the Offer does not become, or is not declared, unconditional in all respects within the time permitted by the Takeovers Code, the share certificate(s) and/or transfer receipt(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) received by the branch registrar of the Company in Hong Kong will be returned to the Offer Shareholders who have accepted the Offer by ordinary post at the Offer Shareholders' own risk as soon as possible but in any event no later than seven (7) Business Days after the Offer has lapsed.

Effect of accepting the Offer

Subject to the Offer becoming unconditional, provide that valid acceptance forms and the relevant certificate(s) and/or other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof) are complete and have been received by the branch share registrar of the Company in Hong Kong, by accepting the Offer, the Offer Shareholders will sell their tendered Offer Shares to the Offeror free from all liens, charges, options, claims, equities, adverse interests, third-party rights or encumbrances whatsoever and together with all rights attaching or accruing thereto, including without limitation, the rights to receive any dividend or other distribution recommended, declared, made or paid on, if any, on or after the date on which the Offer is made, being the date of the despatch of the Composite Document.

Acceptance of the Offer shall be irrevocable and shall not be capable of being withdrawn, except as permitted under the Takeovers Code.

Hong Kong stamp duty

The Vendors' Hong Kong ad valorem stamp duty arising in connection with acceptance of the Offer will be payable by the Offer Shareholders that accept the Offer at a rate of 0.1% of (i) the consideration payable by the Offeror in respect of the relevant acceptance of the Offer; or (ii) the market value of the Offer Shares, whichever is higher, which will be deducted from the cash amount payable by the Offeror to such Offer Shareholders on acceptance of the Offer.

The Offeror will arrange for payment of the Vendors' Hong Kong ad valorem stamp duty on behalf of the Offer Shareholders that accept the Offer and will pay the buyer's Hong Kong ad valorem stamp duty in connection with the acceptance of the Offer and the transfer of the Offer Shares in accordance with the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong).

Taxation advice

The Offer Shareholders are recommended to consult their own professional advisers if they are in any doubt as to the taxation implications of accepting or rejecting the Offer. None of the Offeror, its ultimate beneficial owner, parties acting in concert with the Offeror, Nuada, Get Nice, the Company and their respective ultimate beneficial owners, directors, officers, advisers, agents or associates or any other person involved in the Offer accepts responsibility for any taxation effects on, or liabilities of, any persons as a result of their acceptance or rejection of the Offer.

Overseas Shareholders

The Offeror intends to make the Offer available to all Offer Shareholders, including those who are residents outside Hong Kong. The availability of the Offer to persons who are not residents in Hong Kong or who have registered addresses outside Hong Kong may be affected by the applicable laws and regulations of their relevant jurisdictions of residence. Overseas Shareholders who are citizens, residents or nationals of a jurisdiction outside Hong Kong should satisfy themselves as to the observance of any applicable legal or regulatory requirements in their own jurisdictions and, where necessary, consult their own professional advisers. It is the responsibilities of the Overseas Shareholders who wish to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of the relevant jurisdictions in connection with the acceptance of the Offer (including the obtaining of any governmental or other consent which may be required or the compliance with other necessary formalities and the payment of any transfer or other taxes due from such Overseas Shareholders in respect of such jurisdictions).

Any acceptance by any Offer Shareholders and beneficial owners of the Offer Shares will be deemed to constitute a representation and warranty from such Offer Shareholders to the Offeror that the local laws and requirements have been complied with. The Overseas Shareholders should consult their professional advisers if in doubt.

DEALING AND INTERESTS IN THE COMPANY'S SECURITIES

Save for the transactions contemplated under the Sale and Purchase Agreements, i.e. acquisition of the Sale Shares, none of the Offeror, its ultimate beneficial owner and parties acting in concert with any of them has dealt in any Shares, options, derivatives, warrants or other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) convertible into Shares during the six-month period immediately prior to and including the date of this joint announcement.

The Offeror confirms that, as at the date of this joint announcement the Offeror, its ultimate beneficial owner and parties acting in concert with any of them do not hold, own or has control or direction over any voting rights and rights over the Shares, convertible securities, warrants, options or derivatives of the Company.

OTHER ARRANGEMENTS

The Offeror confirms that as at the date of this joint announcement:

(i) none of the Offeror, its ultimate beneficial owner and parties acting in concert with any of them has received any irrevocable commitment to accept or reject the Offer;

(ii) there is no outstanding derivative in respect of securities in the Company which has been entered into by the Offeror, its ultimate beneficial owner and parties acting in concert with any of them;

(iii) there is no arrangement (whether by way of option, indemnity or otherwise) in relation to the shares of the Offeror or the Company and which may be material to the Offer (as referred to in Note 8 to Rule 22 of the Takeovers Code);

(iv) there is no agreement or arrangement to which the Offeror, its ultimate beneficial owner and parties acting in concert with any of them is a party which relates to the circumstances in which it may or may not invoke or seek to invoke a precondition or a condition to the Offer;

(v) none of the Offeror, its ultimate beneficial owner and parties acting in concert with any of them has borrowed or lent any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) in the Company;

(vi) other than the transactions contemplated under the Sale and Purchase Agreements, i.e. acquisition of the Sale Shares, there is no understanding, arrangement or agreement or special deal (as defined under Rule 25 of the Takeovers Code) between (1) any Shareholder; and (2)(a) the Offeror, its ultimate beneficial owner and parties acting in concert with any of them or (b) the Company, its subsidiaries or associated companies;

(vii) other than the consideration for the Sale Shares, there is no other consideration, compensation or benefit in whatever form or to be paid by the Offeror, its ultimate beneficial owner and parties acting in concert with any of them to the Vendors, their ultimate controlling shareholders (where applicable) or parties acting in concert with any of them in relation to the sale and purchase of the Sale Shares; and

(viii) other than the transactions contemplated under the Sale and Purchase Agreements, i.e. acquisition of the Sale Shares, there is no understanding, arrangement, agreement or special deal (as defined under Rule 25 of the Takeovers Code) between the Offeror, its ultimate beneficial owner and parties acting in concert with any of them on one hand and the Vendors, their ultimate controlling shareholders (where applicable) or parties acting in concert with any of them on the other hand.

INFORMATION OF THE GROUP

Principal business

The Company, an investment holding company, is incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Stock Exchange (Stock code: 348).

The principal activities of the Company consist of investment holding and investment in financial instruments in Hong Kong. The principal activities of its subsidiaries are sales of Chinese health products, money lending and investment in financial instruments in Hong Kong.

The Chinese health products business of the Company involves engaging in the sales of Chinese and other pharmaceutical products, health products, ginseng and dried seafood products to wholesaler and retailer. Nam Pei Hong Sum Yung Drugs Company Limited, one of the Company's subsidiaries, engages in the business of trading and retail of "Sum Yung" (參茸) and dried seafood products since 1977 and the brand name of "Nam Pei Hong" (南北行) is highly recognised in Hong Kong and Southern Mainland China.

Shareholding structure of the Company

The following table sets out the shareholding structure of the Company (i) as at the date of this joint announcement; and (ii) immediately after Completion but before the Offer is made:

	As at the date of this joint announcement			**Immediately after Completion but before the Offer is made**		
	No. of Existing Shares	*No. of Consolidated Shares after the Share Consolidation*	*Approximate %*	*No. of Existing Shares*	*No. of Consolidated Shares after the Share Consolidation*	*Approximate %*
The Offeror, its ultimate beneficial owner and parties acting in concert with any of them						
Vendors[(1)]						
Sale and Purchase Agreement 1						
Vendors 1						
— Eternity Finance Group Limited[(2)]	169,042,824	33,808,564	18.28	—	—	—
— Mr. Lei Hong Wai (李雄偉)	18,663,636	3,732,727	2.02	—	—	—
Sub-total	**187,706,460**	**37,541,291**	**20.30**	**—**	**—**	**—**
Sale and Purchase Agreements 2						
Vendors 2[(3)]						
— Mr. Tang Ching Ho (鄧清河)	30,000,000	6,000,000	3.24	—	—	—
— Ms. Chan Shuk King(陳淑瓊)	29,500,000	5,900,000	3.19	—	—	—
— Mr. Chau Lai Him (周禮謙)	25,000,000	5,000,000	2.70	—	—	—
— Success Profile Inc.[(4)]	33,000,000	6,600,000	3.57	—	—	—
Sub-total	**117,500,000**	**23,500,000**	**12.71**	**—**	**—**	**—**

	As at the date of this joint announcement			Immediately after Completion but before the Offer is made		
	No. of Existing Shares	*No. of Consolidated Shares after the Share Consolidation*	*Approximate %*	*No. of Existing Shares*	*No. of Consolidated Shares after the Share Consolidation*	*Approximate %*
Sub-total of the Sale and Purchase Agreements	**305,206,460**	**61,041,291**	**33.01**	**—**	**—**	**—**
Offeror[5]	—	—	—	305,206,460	61,041,291	33.01
Sub-total of the Offeror, its ultimate beneficial owner and parties acting in concert with any of them	**305,206,460**	**61,041,291**	**33.01**	**305,206,460**	**61,041,291**	**33.01**
Ms. Chan Lai Kam (陳麗金)[6]	154,090,000	30,818,000	16.67	154,090,000	30,818,000	16.67
Other public Shareholders	465,274,376	93,054,876	50.32	465,274,376	93,054,876	50.32
Grand total	**924,570,836**	**184,914,167**	**100.00**	**924,570,836**	**184,914,167**	**100.00**

Notes:

1. Due to the deferral in payments of the consideration of the Sale and Purchase Agreements, the Vendors are presumed to be acting in concert with the Offeror under class (9) of the definition of "acting in concert" under the Takeovers Code until full repayment of the Promissory Notes by the Offeror.

2. These shares were registered in the name of Eternity Finance Group Limited, a wholly-owned subsidiary of RICHE (BVI) LIMITED, which in turn is wholly-owned by Eternity Investments Limited, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 764).

3. The Vendors 2 are public shareholders.

4. The ultimate beneficial owner of Success Profile Inc. is Mr. Wong Hin Shek (王顯碩).

5. The Offeror is wholly owned by Shenglongyi, which is in turn wholly owned by Mr. Jin.

6. Ms. Chan Lai Kam (陳麗金) is a substantial shareholder (has the meaning ascribed thereto under the Listing Rules) and a connected person (has the meaning ascribed thereto under the Listing Rules) of the Company.

7. Certain percentage figures included in this table have been subject to rounding adjustments. Figures shown as totals may not be an arithmetic aggregation of the figures preceding them.

Financial information

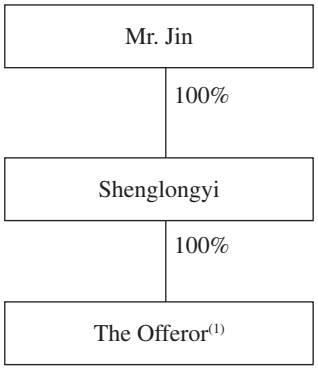
The following table is a summary of certain audited consolidated financial information of the Group for the two financial years ended 31 December 2024 and 2025 as extracted from the Company's annual report published on 29 April 2026 and unaudited consolidated financial information of the Group for the six months ended 30 June 2026 as extracted from the Company's interim results announcement published on 27 August 2026:

	For the six months ended 30 June		For the year ended 31 December	
	2026	**2025**	**2025**	**2024**
	(unaudited)	**(unaudited)**	**(audited)**	**(audited)**
	(HK$'000)	*(HK$'000)*	*(HK$'000)*	*(HK$'000)*
Revenue	36,462	51,060	99,564	113,575
Profit/(loss) before income tax	(30,336)	1,532	(3,292)	(40,028)
Profit/(loss) for the year/period	(29,094)	1,418	(2,606)	(40,281)
Total comprehensive income/ (loss) for the year/period	(29,104)	1,419	(2,612)	(40,278)

	As at 30 June		As at 31 December	
	2026	**2025**	**2025**	**2024**
	(unaudited)	**(unaudited)**	**(audited)**	**(audited)**
	(HK$'000)	*(HK$'000)*	*(HK$'000)*	*(HK$'000)*
Capital deficiency	(50,096)	(16,961)	(20,992)	(18,380)

INFORMATION OF THE OFFEROR

The shareholding structure of the Offeror is set out as follows:



Note:

1. The sole director of the Offeror is Mr. Jin.

The Offeror is a company incorporated in Hong Kong with limited liability on 20 August 2026. The Offeror is an investment holding company. The Offeror is wholly owned by Shenglongyi, which is in turn wholly owned by Mr. Jin, the ultimate beneficial owner of the Offeror.

The principal activity of the Offeror is investment holding and it was incorporated for the investment in the Company. Immediately before Completion and as at the date of this joint announcement, none of the Offeror, its ultimate beneficial owner and parties acting in concert with any of them owned, controlled or had direction over any Shares or any other convertible securities, options, warrants or derivatives in the Company. Immediately after Completion, the Offeror will beneficially hold 305,206,460 Existing Shares (equivalent to 61,041,291 Consolidated Shares after the Share Consolidation), representing approximately 33.01% of the total issued share capital of the Company as at the date of this joint announcement.

The principal activities of Shenglongyi include trading businesses of wires and cables in Beijing and investment holdings.

Mr. Jin, aged 49, is an experienced entrepreneur specialising in the physical trade and supply chain management of non-ferrous metals, building materials, food, and agricultural products. He has years of experience in business operations management, market resource integration, and cross-border trade. In 2022, Mr. Jin founded and became the chairman of the board of Shenglongyi, where he leads the strategic planning and market expansion. Since 2026, Mr. Jin has become the chairman of the board of Beijing Jinyi Yuanfang Holdings Group Co., Ltd.* (北京金一遠方控股集團有限公司), in which its principal business include retail and sales of food, which are similar in business nature to that of the Group in relation to the retailing of health product. Mr. Jin has not acted as director in the last three years in public companies of which the securities are listed on any securities market in Hong Kong or overseas.

REASONS FOR ACQUISITION OF THE SALE SHARES

The Offeror is acquiring the Sale Shares (which triggers the obligation to make the Offer) with the intention of increasing its presence in Hong Kong. The Offeror believes that the Group's existing business platform and market position in Hong Kong will provide a solid foundation for further expansion.

Mr. Jin is optimistic about the future prospects of the Group. His decision to make the Offer reflects his confidence in, and commitment to, the potential expansion of the Group.

INTENTION OF THE OFFEROR IN RELATION TO THE GROUP

Following the close of the Offer, the Offeror intends that the Group will continue its existing principal businesses and will maintain the listing status of the Company. The Offeror will conduct a review of the business activities and assets of the Group for the purpose of formulating business plans and strategies for the future business development of the Group. However, the Offeror reserves the right to make any changes that it deems necessary or appropriate to the Group's businesses and operations to enhance the value of the Group.

Moreover, in order to enhance and strengthen the business of the Group, the Offeror intends to conduct a detailed review over the Group by appraising and assessing the existing principal businesses, operations, financial position and investments of the Group for the purpose of formulating long-term business plans and strategies for the future business development of the Group. Subject to the results of such review and should suitable

investment or business opportunities arise, the Offeror may explore such arisen opportunities and consider whether any asset disposals, asset acquisitions, business rationalisation, business divestment, fundraising, restructuring of the business and/or business diversification will be appropriate to enhance the long-term growth potential of the Company.

Any acquisition or disposal of the assets or business of the Group, if any, will be conducted in compliance with the Listing Rules.

As at the date of this joint announcement, no investment or business opportunities has been identified nor has the Offeror entered into any agreements, arrangements, understandings or negotiations (whether verbally or in writing) in relation to the injection of any assets or business into the Group.

Save for the Offeror's intention regarding the Group as set out above, the Offeror has no intention to (i) make material changes to the employment of the management and employees of the Group; and (ii) dispose of or redeploy the assets of the Group other than those in its ordinary and usual course of business.

CHANGE TO THE BOARD COMPOSITION

The Offeror intends to nominate new directors to the Board no earlier than the date of posting of the Composite Document. As at the date of this joint announcement, the Offeror has not reached any final decision as to who will be nominated as new directors and the timing for such nomination to take effect. Any changes to the members of the Board will be made in compliance with the Takeovers Code and the Listing Rules and further announcement(s) will be made as and when appropriate.

PUBLIC FLOAT AND INTENTION OF THE OFFEROR TO MAINTAIN THE LISTING OF THE COMPANY

The Offeror intends to maintain the listing status of the Company on the Main Board of the Stock Exchange following the close of the Offer and does not intend to exercise any rights to compulsorily acquire all the Shares.

Pursuant to the Listing Rules, if upon the close of the Offer, less than 25% of the issued Shares are held by the public or if the Stock Exchange believes that:

(i) a false market exists or may exist in the trading of the Shares; or

(ii) there are insufficient Shares in public hands to maintain an orderly market,

the Stock Exchange will consider exercising its discretion to suspend trading in the Shares until a level of sufficient public float is attained.

Following the close of the Offer, each of the board of directors of the Offeror and the Board will undertake to the Stock Exchange to take appropriate steps as soon as possible to ensure that sufficient public float of not less than 25% of the issued Shares will be held by the public following the close of the Offer.

THE INDEPENDENT BOARD COMMITTEE AND THE INDEPENDENT FINANCIAL ADVISER

The Independent Board Committee, comprising Mr. Fung Wai Ching, Mr. Lai Hok Lim and Mr. Tsang Chin Pang, being all the independent non-executive Directors, has been established by the Company in accordance with Rules 2.1 and 2.8 of the Takeovers Code to give a recommendation to the Offer Shareholders as to whether the terms of the Offer are fair and reasonable and as to the acceptance of the Offer.

The Independent Financial Adviser has been appointed by the Company with the approval of the Independent Board Committee to advise the Independent Board Committee in respect of the Offer and as to whether the terms of the Offer are fair and reasonable and as to acceptance of the Offer pursuant to Rule 2.1 of the Takeovers Code.

DESPATCH OF THE COMPOSITE DOCUMENT

It is the intention of the Offeror and the Company to combine the offer document and the offeree board circular in the Composite Document in accordance with the Takeovers Code. The Composite Document will contain, among other things, (i) details of the Offer (including the expected timetable and terms of the Offer); (ii) a letter of recommendation from the Independent Board Committee to the Offer Shareholders; and (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee, together with the relevant form of acceptance and transfer.

Pursuant to Rule 8.2 of the Takeovers Code, the Composite Document is required to be despatched within 21 days of the date of this joint announcement or such later date as the Executive may approve. As the Offer is conditional upon Completion taking place, if Completion cannot take place within 21 days of the date of this joint announcement, the Offeror and the Company will seek the consent from the Executive for an extension of time to despatch the Composite Document to within 7 days of Completion.

Further announcement(s) regarding the despatch of the Composite Document will be made by the Offeror and the Company as and when appropriate.

DISCLOSURE IN DEALINGS

In accordance with Rule 3.8 of the Takeovers Code, the respective associates (as defined under the Takeovers Code and including persons holding 5% or more of a class of relevant securities) of the Company and the Offeror are hereby reminded to disclose their dealings in the securities of the Company pursuant to the Takeovers Code.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

"***Responsibilities of stockbrokers, banks and other intermediaries***

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates of an offeror or the offeree company and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and

dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than $1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.''

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted with effect from 9:00 a.m. on 21 September 2026 pending the release of this joint announcement. An application has been made by the Company to the Stock Exchange for the resumption of trading in the Shares with effect from 9:00 a.m. on 19 November 2026.

WARNING

The Offer is subject to Completion (i.e. Completion of both Sale and Purchase Agreements) such that the Offer may or may not proceed. If the total number of Offer Shares in respect of the valid acceptances which the Offeror has received at or before 4:00 p.m. on the Offer Closing Date (or such other time as the Offeror may, subject to the Takeovers Code, decide) under the Offer, together with the Shares owned or acquired before or during the Offer, does not result in the Offeror, its ultimate beneficial owner and parties acting in concert with any of them holding more than 50% of the voting rights of the Company, the Offer will not become unconditional and will lapse.

The Directors make no recommendation as to the fairness or reasonableness of the Offer or as to the acceptance of the Offer in this joint announcement, and strongly recommend the Offer Shareholders not to form a view on the Offer unless and until they have received and read the Composite Document, including the recommendation of the Independent Board Committee in respect of the Offer and a letter of advice from the Independent Financial Adviser.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares. If Shareholders and potential investors of the Company are in any doubt about their position, they should consult their licensed securities dealers or registered institutions in securities, bank managers, solicitors, professional accountants or other professional advisers.

DEFINITIONS

In this joint announcement, the following expressions shall, unless the context requires otherwise, have the following meanings:

"acting in concert"	has the meaning ascribed to it in the Takeovers Code
"Applicable Law"	means with respect to any person, any laws, rules, regulations, guidelines, directives, treaties, judgments, determination, orders or notices of any authority or stock exchange that is applicable to such person including, for the avoidance of doubt, the Listing Rules and the Takeovers Code
"associate(s)"	has the meaning ascribed to it under the Takeovers Code
"Board"	the board of Directors of the Company
"Business Day(s)"	as defined in the Takeovers Code, a day on which the Stock Exchange is open for the transaction of business
"Company"	China Healthwise Holdings Limited, a company incorporated in Cayman Islands with limited liability, whose Shares are listed on the Main Board of the Stock Exchange (Stock Code: 348)
"Completion"	the completion of the Sale and Purchase Agreements in accordance to the terms and conditions of the Sale and Purchase Agreements
"Completion of Sale and Purchase Agreement 1"	the completion of the Sale and Purchase Agreement 1 in accordance to the terms and conditions of the Sale and Purchase Agreement 1
"Completion of Sale and Purchase Agreements 2"	the completion of the Sale and Purchase Agreements 2 in accordance to the terms and conditions of the Sale and Purchase Agreements 2
"Composite Document"	the composite offer document and offeree board circular in respect of the Offer proposed to be jointly issued by or on behalf of the Offeror and the Company to the Offer Shareholders in accordance with the Takeovers Code
"Consolidated Offer Share(s)"	all the Consolidated Share(s) in issue, other than those already owned or agreed to be acquired by the Offeror, its ultimate beneficial owner and parties acting in concert with any of them

"Consolidated Sale Share(s)"	an aggregate of 61,041,291 Consolidated Shares legally and beneficially owned by the Vendors sold to the Offeror pursuant to the Sale and Purchase Agreements, comprising (i) an aggregate of 187,706,460 Existing Shares (equivalent to 37,541,291 Consolidated Shares after the Share Consolidation) sold by the Vendors 1 to the Offeror pursuant to Sale and Purchase Agreement 1; and (ii) 117,500,000 Existing Shares (equivalent to 23,500,000 Consolidated Shares after the Share Consolidation) sold by the Vendors 2 to the Offeror pursuant to Sale and Purchase Agreements 2, representing 33.01% in aggregate of the total issued Shares as at the date of this joint announcement
"Consolidated Share(s)"	ordinary share(s) with par value of HK$0.05 each in the share capital of the Company upon the Share Consolidation having become effective
"Controlling Shareholder(s)"	has the meaning ascribed to it under the Listing Rules and unless the context requires otherwise, refers to the controlling shareholders of the Company
"Director(s)"	the director(s) of the Company
"Encumbrances"	any mortgage, charge (fixed or floating), pledge, lien, option, restriction, right of first refusal, right of pre-emption, third-party right or interest, other encumbrance or security interest of any kind, or another type of preferential arrangement (including, without limitation, a title transfer or retention arrangement) having similar effect and any agreement or obligation to create or grant any of the aforesaid and "Encumbrances" shall be construed accordingly
"Executive"	the Executive Director of the Corporate Finance Division of the SFC or any delegate of the Executive Director
"Existing Share(s)"	ordinary share(s) with par value of HK$0.01 each in the share capital of the Company before the Share Consolidation becoming effective
"Form of Acceptance"	the form of acceptance and transfer of the Shares in respect of the Offer

"Get Nice"	Get Nice Securities Limited, a corporation licensed under the SFO to carry out Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activities as defined in the SFO, being the offer agent appointed by the Offeror, and the loan facility provider to the Offeror in respect of the Offer
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Board Committee"	the independent board committee of the board of directors of the Company, comprising Mr. Fung Wai Ching, Mr. Lai Hok Lim and Mr. Tsang Chin Pang, formed for the purpose of advising the Offer Shareholders in respect of the Offer
"Independent Financial Adviser"	SBI China Capital Hong Kong Securities Limited, a corporation licensed by the SFC to carry out Type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser to advise the Independent Board Committee in connection with the Offer
"Independent Third Party(ies)"	person(s) or company(s) who/which is/are not connected with the directors, chief executive or substantial shareholders (as defined under the Listing Rules) of the Company or any of its subsidiaries, or any of their respective associates
"Last Trading Day"	18 September 2026, being the last trading day before trading in the Shares was halted pending the publication of this joint announcement
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Mr. Jin"	Mr. Jin Peng (金鹏), the sole director and ultimate beneficial owner of the Offeror and Shenglongyi
"Noteholder(s)"	the holder(s) of the Promissory Notes
"Nuada"	Nuada Limited, a corporation licensed under the SFO to carry out Type 6 (advising on corporate finance) regulated activities under the SFO, being the financial adviser to the Offeror in respect of the Offer

"ODI Approvals"	the information reporting, filing, registration and other procedures required under applicable Chinese laws and regulations for the transaction contemplated under the Sale and Purchase Agreements for outbound investment by domestic institutions
"Offer"	the conditional mandatory cash offer for the Offer Shares at the Offer Price to be made by Get Nice on behalf of the Offeror in accordance with the Takeovers Code
"Offer Closing Date"	the date to be stated in the Composite Document as the first offer closing date of the Offer, which is 21 calendar days after the posting of the Composite Document, or any subsequent closing date of the Offer as may be extended in accordance with the Takeovers Code
"Offer Period"	has the meaning ascribed to it under the Takeovers Code which commences on the date of this joint announcement and ends on the date on which the Offer closes or lapses
"Offer Price"	HK$0.4 per Consolidated Offer Share in respect of the Offer (equivalent to HK$0.08 per Existing Share prior to the Share Consolidation)
"Offer Share(s)"	all the Existing Share(s) or Consolidated Share(s) in issue, other than those already owned or agreed to be acquired by the Offeror, its ultimate beneficial owner and parties acting in concert with any of them
"Offer Shareholder(s)"	holder(s) of Offer Share(s)
"Offeror"	Hwa Sheng International Investment Limited, a company incorporated in Hong Kong with limited liability, which is wholly owned by Shenglongyi, which is in turn wholly owned by Mr. Jin
"Overseas Shareholder(s)"	Shareholder(s) whose address(es), as shown on the register of members of the Company, is/are outside Hong Kong
"PRC"	the People's Republic of China, which for the purposes of the Sale and Purchase Agreements, does not include Hong Kong, the Macau Special Administrative Region and Taiwan unless the context otherwise specifies
"Promissory Notes"	the promissory notes dated 6 November 2026 in the total principal sum of HK$24,416,516.80 executed by the Offeror in favour of the Vendors regarding the Offeror's obligation to pay the consideration under the Sale and Purchase Agreements

"Sale and Purchase Agreements"	Sale and Purchase Agreement 1 and Sale and Purchase Agreements 2, as amended and supplemented by the Supplemental Sale and Purchase Agreements
"Sale and Purchase Agreement 1"	the sale and purchase agreement dated 18 September 2026 entered into between Eternity Finance Group Limited, Mr. Lei Hong Wai, Shenglongyi and the Offeror in respect of the Share Purchase, as amended and supplemented by the Supplemental Sale and Purchase Agreement 1
"Sale and Purchase Agreements 2"	the four sets of sale and purchase agreements dated 20 September 2026 separately entered into between each of the Vendors 2, Shenglongyi and the Offeror in respect of the Share Purchase, as amended and supplemented by the Supplemental Sale and Purchase Agreements 2
"Sale Shares"	an aggregate of 305,206,460 Existing Shares legally and beneficially owned by the Vendors sold to the Offeror pursuant to the Sale and Purchase Agreements, representing approximately 33.01% in aggregate of the total issued Shares as at the date of this joint announcement, comprising Sale Shares 1 and Sale Shares 2
"Sale Shares 1"	an aggregate of 187,706,460 Existing Shares (equivalent to 37,541,291 Consolidated Shares after the Share Consolidation), representing approximately 20.30% of the total issued share capital of the Company as at the date of this joint announcement, sold by the Vendors 1 to the Offeror pursuant to the Sale and Purchase Agreement 1
"Sale Shares 2"	an aggregate of 117,500,000 Existing Shares (equivalent to 23,500,000 Consolidated Shares after the Share Consolidation), representing approximately 12.71% of the total issued share capital of the Company as at the date of this joint announcement, sold by the Vendors 2 to the Offeror pursuant to the Sale and Purchase Agreements 2
"SFC"	the Securities and Futures Commission of Hong Kong
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
"Share(s)"	the Existing Share(s) or the Consolidated Share(s), as the context may require

"Share Consolidation"	the proposed consolidation of every five (5) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company (details of which being disclosed in the Company's announcement dated 18 August 2026, the Company's circular dated 28 August 2026 and the Company's announcements dated 18 September 2026 and 21 September 2026)
"Share Purchase"	the purchase of the Sale Shares by the Offeror under the Sale and Purchase Agreements
"Shareholders"	registered holders of the Shares
"Shenglongyi"	Shenglongyi (Beijing) Trading Co., Ltd* (盛隆意(北京)貿易有限公司), a company incorporated in the PRC, the holding company of the Offeror
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supplemental Sale and Purchase Agreements"	Supplemental Sale and Purchase Agreement 1 and Supplemental Sale and Purchase Agreements 2
"Supplemental Sale and Purchase Agreement 1"	the supplemental sale and purchase agreement dated 6 November 2026 entered into between Eternity Finance Group Limited, Mr. Lei Hong Wai, Shenglongyi and the Offeror in respect of Sale Shares 1
"Supplemental Sale and Purchase Agreements 2"	the four sets of supplemental sale and purchase agreements dated 6 November 2026 separately entered into between each of the Vendors 2, Shenglongyi and the Offeror in respect of Sale Shares 2
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers
"trading day"	a day on which the Stock Exchange is open for the business of dealings in securities
"Vendors"	the Vendors 1 and the Vendors 2, each a Vendor
"Vendors 1"	Eternity Finance Group Limited and Mr. Lei Hong Wai, who held approximately 18.28% and 2.02% respectively, of the total number of issued Shares immediately before Completion. Immediately after Completion, the Vendors 1 will cease to be interested in any issued Share

"Vendors 2"	Mr. Tang Ching Ho (鄧清河), Ms. Chan Shuk King (陳淑瓊), Mr. Chau Lai Him (周禮謙) and Success Profile Inc., who held approximately 3.24%, 3.19% and 2.70% and 3.57%, respectively, of the total number of issued Shares immediately before Completion. Immediately after Completion, the Vendors 2 will cease to be interested in any issued Share
"Warranties of Vendors 1"	the representations, warranties and undertakings given by the Vendors 1 under the Sale and Purchase Agreement 1
"Warranties of Vendors 2"	the representations, warranties and undertakings given by the Vendors 2 under the Sale and Purchase Agreements 2
"%"	per cent

By order of the board of
HWA SHENG INTERNATIONAL INVESTMENT LIMITED
Jin Peng
Sole Director

By order of the Board of
CHINA HEALTHWISE HOLDINGS LIMITED
Lei Hong Wai
Chairman

Hong Kong, 18 November 2026

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

The Directors jointly and severally accept full responsibility for the accuracy of information contained in this joint announcement (other than any information relating to the Offeror, its ultimate beneficial owner and parties acting in concert with any of them (other than the Vendors)) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those opinions expressed by the sole director of the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

As at the date of this joint announcement, Mr. Jin Peng (金鵬) is the sole director of the Offeror and Shenglongyi.

The sole director of the Offeror and Shenglongyi accepts full responsibility for the accuracy of information contained in this joint announcement (other than any information relating to the Group or the Vendors) and confirms, having made all reasonable enquiries, that to the best of his knowledge, opinions expressed in this joint announcement (other than those opinions expressed by the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

* *The English transliteration of the Chinese names in this joint announcement, where indicated, is included for only, and should not be regarded as the official English names of such Chinese names.*