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)

SUBSCRIPTION OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that on 5 August 2026 (after trading hours of the Exchange), the Company entered into the Subscription Agreement with the Subscriber in respect of the Subscription of 154,090,000 Subscription Shares at the Subscription Price of HK$0.07 per Share.

The total number of 154,090,000 Subscription Shares represents (i) approximately 20.0% of the entire issued share capital of the Company as at the date of this announcement and (ii) approximately 16.7% of the Company's entire issued share capital as enlarged by the Subscription assuming there will be no change in the issued share capital of the Company between the date of this announcement and completion of the Subscription. The net proceeds from the Subscription of approximately HK$10.8 million will be used as to (i) approximately HK$5.8 million for general working capital of the Group mainly including payment of staff costs and legal and professional expenses; and (ii) approximately HK$5.0 million for the repayment of current debt of the Group including borrowings from financial institutions.

The Subscription Shares will be allotted and issued under the General Mandate. The allotment and issue of the Subscription Shares is not subject to separate approval of the Shareholders.

Completion of the Subscription is subject to the fulfilment of the conditions precedent in the Subscription Agreement. As the Subscription may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

The Board is pleased to announce that on 5 August 2026 (after trading hours of the Exchange), the Company as issuer entered into the Subscription Agreement with the Subscriber in respect of the Subscription of 154,090,000 Subscription Shares at the Subscription Price of HK$0.07 per Share.

THE SUBSCRIPTION AGREEMENT

Set out below are the principal terms of the Subscription Agreement:

Date

5 August 2026 (after trading hours of the Exchange)

Parties

Issuer: The Company

Subscriber: The Subscriber

The Subscriber is a merchant.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Subscriber is an Independent Third Party.

Number of Subscription Shares

The Subscriber shall subscribe for 154,090,000 new Shares, which represents (i) approximately 20.0% of the entire issued share capital of the Company as at the date of this announcement and (ii) approximately 16.7% of the Company's entire issued share capital as enlarged by the Subscription assuming there will be no change in the issued share capital of the Company between the date of this announcement and completion of the Subscription. The nominal value of the Subscription Shares is HK$1,540,900.

Subscription Price

The Subscription Price of HK$0.07 per Share represents:

(a) a premium of approximately 16.7% over the closing price of HK$0.06 per Share as quoted on the Exchange on the date of the Subscription Agreement; and

(b) a premium of approximately 16.7% over the average closing price of HK$0.06 per Share as quoted on the Exchange for the last five trading days of the Shares immediately before the date of the Subscription Agreement.

The Subscription Price was negotiated on an arm's length basis between the Company and the Subscriber and was determined with reference to the prevailing and recent market prices and trading volume of the Shares.

Ranking of the Subscription Shares

The Subscription Shares, when issued and fully paid, will rank *pari passu* among themselves and with the Shares in issue at the time of issue and allotment of the Subscription Shares.

Conditions precedent

The Subscription is conditional upon:

(a) the Listing Committee of the Exchange granting the listing of, and permission to deal in, the Subscription Shares;

(b) the warranties remaining true, accurate and not misleading in all material respects; and

(c) all necessary consents and approvals as may be required in respect of the Subscription Agreement and the transactions contemplated thereunder having been obtained by the Company.

The Subscriber may at any time in writing waive any of the above conditions (b) and (c). The Company shall use all reasonable endeavours to procure that the conditions set out in (a) to (c) are satisfied not later than the Long Stop Date and no party is entitled to withdraw from the Subscription Agreement before the Long Stop Date unless any of such conditions becomes incapable of fulfilment. If the above conditions precedent shall not have been fulfilled in full on or before 4:00 p.m. on the Long Stop Date, all rights, obligations and liabilities of the parties thereunder in relation to the Subscription (other than under clauses in relation to costs and expenses, announcements, notices and governing law) shall cease and terminate and none of the parties shall have any claim against any other in respect of the Subscription save for any antecedent breaches of the Subscription Agreement.

Completion

Completion of the Subscription shall take place on the third Business Day after the fulfillment of the conditions precedent or such other date as to parties thereto may agree in accordance with the Subscription Agreement.

Application for listing

The Company will make an application to the Exchange for the grant of the listing of, and permission to deal in, the Subscription Shares.

GENERAL MANDATE

The Subscription Shares will be allotted and issued under the General Mandate granted to the Directors by resolution of the Shareholders passed at the AGM, subject to the limit up to 20.0% of the total number of issued Shares as at the date of the AGM. Under the General Mandate, the Company is authorised to issue up to 154,096,167 new Shares. Up to the date of this announcement, all 154,096,167 Shares under the General Mandate remain unissued. Accordingly, the allotment and issue of the Subscription Shares is not subject to separate approval of the Shareholders.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTION

The Company is an investment holding company and the Group is principally engaged in sales of Chinese health products, money lending business and investment in financial instruments.

The Subscription represents a good opportunity for the Company to raise additional funds for strengthening the financial position of the Group as well as to broaden the Company's shareholder base and capital base which can facilitate the future growth and development of the Group's business. The Directors consider the terms of the Subscription Agreement, which were negotiated on an arm's length basis and agreed on normal commercial terms between the parties thereto, are fair and reasonable, and the Subscription is in the interests of the Company and Shareholders as a whole.

The gross proceeds of the Subscription will be approximately HK$10.8 million. The net proceeds from the Subscription (after deducting all applicable costs and expenses of the Subscription) will be approximately HK$10.8 million. The net issue price is approximately HK$0.07 per Subscription Share. The Group intends to use the proceeds from the Subscription as to (i) approximately HK$5.8 million for general working capital of the Group mainly including payment of staff costs and legal and professional expenses; and (ii) approximately HK$5.0 million for repayment of current debt of the Group including borrowings from financial institutions.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

For illustrative purposes only, set out below are the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon completion of the Subscription assuming there will be no change in the issued share capital of the Company between the date of this announcement and completion of the Subscription:

Shareholders	**As at the date of this announcement**		**Immediately upon completion of the Subscription assuming there will be no change in the issued share capital of the Company between the date of this announcement and completion of the Subscription**	
	No. of Shares held	*Approximate %*	*No. of Shares held*	*Approximate %*
Eternity Investment Limited *(Note 1)*	169,042,824	21.94	169,042,824	18.28
Mr. Lei Hong Wai *(Note 2)*	18,663,636	2.42	18,663,636	2.02
The Subscriber	—	—	154,090,000	16.67
Other public Shareholders	582,774,376	75.64	582,774,376	63.03
Total	770,480,836	100.00	924,570,836	100.00

Notes:

1. 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 Investment Limited ("**Eternity**"), the shares of which are listed on the Main Board of the Exchange under stock code: 764.

2. Mr. Lei, an executive Director, is also an executive director of Eternity and by virtue of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), is deemed to be interested in approximately 24.64% of the issued share capital of Eternity.

3. The above percentage figures are subject to rounding adjustments.

EQUITY FUND RAISING ACTIVITIES OF THE COMPANY IN THE PAST TWELVE MONTHS

The Company has not conducted any equity fund raising activities for the past twelve months immediately preceding the date of this announcement.

Completion of the Subscription is subject to the fulfilment of the conditions precedent in the Subscription Agreement. As the Subscription may or may not proceed, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

DEFINITIONS

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

"AGM"	the annual general meeting of the Company held on 25 June 2026
"associate(s)"	has the meaning ascribed thereto under the Listing Rules
"Board"	the board of Directors
"Business Day(s)"	any day (other than a Saturday or Sunday or public holiday or a day on which a No. 8 typhoon warning signal or above, or black rainstorm warning signal and/or "extreme conditions" is hoisted or remains hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon) on which licensed banks in Hong Kong are generally open for business throughout their normal business hours
"Company"	China Healthwise Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of the Company are listed on the Main Board of the Exchange (stock code: 348)
"connected person(s)"	has the meaning ascribed thereto under the Listing Rules
"Director(s)"	the director(s) of the Company

"Exchange"	The Stock Exchange of Hong Kong Limited
"General Mandate"	the mandate granted to the Directors by resolution of the Shareholders passed at the AGM to allot, issue and deal with up to 20.0% of the total number of issued Shares as at the date of the AGM
"Group"	the Company and its subsidiaries
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"Independent Third Party(ies)"	third party(ies) independent of the Company, its connected persons and their respective associates
"Listing Rules"	the Rules Governing the Listing of Securities on the Exchange
"Long Stop Date"	30 September 2026 or such other date as the parties to the Subscription Agreement may agree in writing
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shareholder(s)"	holder(s) of the Share(s)
"Subscriber"	Ms. Chan Lai Kam
"Subscription"	the subscription of 154,090,000 Subscription Shares by the Subscriber pursuant to Subscription Agreement
"Subscription Agreement"	the subscription agreement dated 5 August 2026 entered into between the Company and the Subscriber in relation to the Subscription
"Subscription Price"	the subscription price of HK$0.07 per Subscription Share
"Subscription Share(s)"	an aggregate of 154,090,000 new Shares to be allotted and issued pursuant to the Subscription Agreement
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"%"	per cent.

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

Hong Kong, 5 August 2026

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