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CHINA HEALTHWISE HOLDINGS LIMITED

中國智能健康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 348)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China Healthwise Holdings Limited (the “**Company**”) will be held at Meeting Room (Soho 1), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Tuesday, 17 December 2024 at 11:00 a.m. for the following purposes:

AS ORDINARY RESOLUTION

1. “**THAT**

- (a) the subscription agreement dated 19 August 2024 (as supplemented by the supplemental agreements dated 8 October 2024, 15 November 2024 and 22 November 2024 entered into between the Company and Heng Tai Finance Limited) (the “**Subscription Agreement**”) entered into between the Company and Heng Tai Finance Limited (a copy of which has been produced to the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose) in relation to the issue of the bonds in an aggregate amount of HK\$72.3 million, which include (i) the convertible bonds in a principal amount of HK\$16.8 million (the “**Convertible Bonds**”); and (ii) the straight bonds in a principal amount of HK\$55.5 million be and are hereby approved, confirmed and ratified;
- (b) conditional upon The Stock Exchange of Hong Kong Limited having approved the listing of and dealing in the relevant Conversion Shares (as defined below), the directors of the Company (the “**Directors**”) be and are hereby granted a specific mandate to allot and issue up to 190,909,090 ordinary shares of the Company (the “**Conversion Shares**”) at the conversion price of HK\$0.088 (subject to adjustments) per Conversion Share, upon exercise of conversion rights attaching to the Convertible Bonds in accordance with the terms of the Subscription Agreement; and

- (c) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and sign and execute all such documents and to take such steps as he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Subscription Agreement and the transactions contemplated thereby, including but not limited to the issue and allotment of the Conversion Shares.”

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

Hong Kong, 27 November 2024

Notes:

1. The resolutions at the meeting will be taken by poll pursuant to the Company’s articles of association and Rules Governing the Listing of Securities on the Exchange. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the such rules.
2. The register of members of the Company will be closed from Thursday, 12 December 2024 to Tuesday, 17 December 2024 (both dates inclusive), during which period no transfer of shares of the Company will be registered.
3. In order to qualify for the attendance and voting at the meeting, all transfer documents accompanied by the relevant shares certificates for registration must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Wednesday, 11 December 2024.
4. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (who must be an individual or individuals) to attend and vote instead of him. A proxy need not be a shareholder of the Company.
5. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notorially certified copy of such power of attorney or authority must be delivered to the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude you from attending and voting in person at the meeting and any adjournment thereof if you so wish.
6. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at or after 8:00 a.m. and before the scheduled meeting time, the above meeting will not be held on Tuesday, 17 December 2024. The date of the postponed meeting will be rescheduled as soon as practicable. Shareholders may contact Customer Service Hotline of Tricor Abacus Limited at (852) 2980-1333 from 9:00 a.m. to 5:00 p.m., Monday to Friday (excluding public holidays) for any enquiry regarding the aforesaid arrangement.
7. Where there are joint holders of any share in the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she/they were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other holder(s) and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

8. No gifts, food or beverages will be provided to attendees at the meeting.
9. References to time and dates in this notice are to Hong Kong time and dates.
10. The translation of this notice into Chinese language is for reference only. In case of any inconsistency, the English version shall prevail.

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