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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)

SUPPLEMENTAL AGREEMENT

IN RELATION TO PROPOSED ISSUE OF BONDS INVOLVING CONVERTIBLE BONDS UNDER SPECIFIC MANDATE AND STRAIGHT BONDS

References are made to the announcements of the China Healthwise Holdings Limited (the “**Company**”) dated 19 August 2024 (the “**Announcement**”), 9 September 2024, 20 September 2024, 8 October 2024 and 8 November 2024 in relation to the proposed issue of bonds involving convertible bonds under specific mandate and straight bonds. Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

THE SECOND SUPPLEMENTAL AGREEMENT

On 15 November 2024, the Company and the Subscriber entered into the second supplemental agreement (the “**Second Supplemental Agreement**”) to (i) include a new condition precedent to the Subscription Agreement; and (ii) further extend the long stop date and completion date of the Subscription Agreement.

New condition precedent

A new condition precedent was included in the Subscription Agreement, the condition is as follows:

“the entering into of the pledge of 100% of the total issued shares of Good Cheer Global Limited by Ultra Classic Investments Limited, the sole shareholder of Good Cheer Global Limited and a wholly-owned subsidiary of the Company, in favour of the Subscriber as security for the payment obligations of the Company under the Bonds.”

Extension of the long stop date and completion date

The long stop date and completion date of the Subscription Agreement were both extended from on or before 30 November 2024 to on or before 13 December 2024 (or such later date as the Company and the Subscriber may agree).

Other than the amendments as stated above and the corresponding amendments to the Subscription Agreement in light of such changes, no other terms and conditions of the Subscription Agreement have been changed.

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

Hong Kong, 15 November 2024

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. Lai Hok Lim, Mr. Lien Wai Hung and Mr. Tsang Chin Pang.