
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in China Healthwise Holdings Limited (the “Company”), you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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

CHINA HEALTHWISE HOLDINGS LIMITED

中國智能健康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 348)

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS;
GRANTING OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES;
ADOPTION OF THE NEW ARTICLES
AND
NOTICE OF ANNUAL GENERAL MEETING**

Resolutions will be proposed at the annual general meeting of the Company to be held at Meeting Room (Soho 1), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 15 June 2023 at 11:15 a.m. (the “**Annual General Meeting**”) to approve the matters referred to in this circular.

The notice convening the Annual General Meeting together with the form of proxy for use at the Annual General Meeting are enclosed with this circular. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) and the Company (<http://www.healthwisehk.com>).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and deliver it to the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish and in such event, the proxy form shall be deemed to be revoked.

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

27 April 2023

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CHINA HEALTHWISE HOLDINGS LIMITED

中國智能健康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 348)

Executive Directors:

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

Registered Office:

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

Independent Non-executive Directors:

Lai Hok Lim
Lien Wai Hung
Wong Tak Chuen

Head Office and Principal Place of

Business in Hong Kong:
Unit 1209, Shun Tak Centre
West Tower
168–200 Connaught Road Central
Hong Kong

27 April 2023

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR
RE-ELECTION OF RETIRING DIRECTORS;
GRANTING OF GENERAL MANDATES TO
ISSUE AND REPURCHASE SHARES;
ADOPTION OF THE NEW ARTICLES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the following matters to be proposed at the Annual General Meeting: (i) the re-election of the retiring directors of the Company; (ii) the granting to the Directors of the general mandates to issue and repurchase shares of the Company; and (iii) the proposed adoption of the second amended and restated articles of association (the “**New Articles**”) (collectively the “**Proposals**”). Your approval for the Proposals will be sought at the Annual General Meeting of the Company to be held at Meeting Room (Soho 1), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 15 June 2023 at 11:15 a.m..

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at 21 April 2023 (being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular (the “**Latest Practicable Date**”)), the Executive Directors are Mr. Lei Hong Wai, Mr. Cheung Kwok Wai Elton, Mr. Leung Alex, Ms. Lo Ming Wan, Mr. Tse Chi Keung and Mr. Yuan Huixia; and the Independent Non-executive Directors are Mr. Lai Hok Lim, Mr. Lien Wai Hung and Mr. Wong Tak Chuen.

In accordance with Article 116 of the Company’s articles of association (the “**Articles of Association**”), the directors retiring by rotation at the Annual General Meeting are Mr. Lei Hong Wai, Mr. Cheung Kwok Wai Elton and Mr. Wong Tak Chuen. The Retiring Directors will retire and, being eligible, offer themselves for re-election at the Annual General Meeting (the “**Retiring Directors**”).

The particulars of the three Retiring Directors, which are required to be disclosed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), are set out below:

Executive Directors

- (1) **Mr. Lei Hong Wai** (“**Mr. Lei**”), aged 54, was appointed as an executive director, a Co-Chairman of the Board and a member of the nomination committee and the remuneration committee of the Company with effect from 11 October 2016 and was subsequently re-designated as the Chairman of the Board and appointed as the chairman of the nomination committee of the Company with effect from 27 October 2016. Mr. Lei has over 15 years of extensive experience in corporate management, investment and business development. He is the chairman of the Nomination Committee of the Board and a member of the Remuneration Committee of the Board. He also holds directorships in certain subsidiaries of the Company. Mr. Lei is also a director of Eternity Finance Group Limited, the substantial shareholders of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”). Mr. Lei is currently the chairman of the board of directors and an executive director of Eternity Investment Limited (“**Eternity**”), a company listed on the Main Board of the Stock Exchange under stock code: 764. During the period from 10 April 2014 to 2 September 2015, Mr. Lei was the chairman of the board of directors and an executive director of Huanxi Media Group Limited (“**Huanxi Media**”), a company listed on the Main Board of the Stock Exchange under stock code: 1003. Mr. Lei was also the chairman of the board of directors and an executive director of Man Sang International Limited (“**Man Sang**”), a company listed on the Main Board of the Stock Exchange under stock code: 938, during the period from 31 March 2016 to 3 April 2018 and 26 June 2015 to 3 April 2018, respectively. In 2002, Mr. Lei was a director of The Chamber of Hong Kong Listed Companies Limited, which promotes interaction amongst its members which are listed companies in Hong Kong and the People’s Republic of China.

LETTER FROM THE BOARD

As at the Latest Practicable Date, Mr. Lei was interested in 56,663,636 ordinary shares of the Company.

Mr. Lei has entered into a letter of appointment with the Company as the Chairman of the Board and an executive Director for an initial term of three years commencing from 27 October 2016 which shall continue thereafter and may be terminated at any time by a notice in writing served by either Mr. Lei or the Company. Mr. Lei is also subject to the general requirement of retirement by rotation and re-election at each annual general meeting of the Company under the Articles of Association. Mr. Lei is currently entitled to an annual director fee of HK\$4,940,000. The remuneration is determined by the Board with reference to his duties and responsibilities with the Company and is subject to review by the remuneration committee of the Company from time to time with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market condition.

Save as disclosed above and as at the Latest Practicable Date, Mr. Lei (i) does not hold any position with the Company or other members of the Company and its subsidiaries, (ii) has not held any other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, (iii) has no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company, and (iv) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to Mr. Lei's re-election and there is no information relating to Mr. Lei which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

- (2) **Mr. Cheung Kwok Wai Elton** (“**Mr. Cheung**”), aged 57, has over 29 years of experience in the area of corporate finance and securities industries. He holds a Master Degree in Accounting and Finance from the University of Lancaster in the United Kingdom. Mr. Cheung is also a director of Eternity Finance Group Limited, the substantial shareholders of the Company within the meaning of Part XV of the SFO. Mr. Cheung is currently the chairman of the board of directors and an executive director of Global Mastermind Holdings Limited (stock code: 8063), a company listed on GEM operated by the Stock Exchange and an executive director of Eternity. Mr. Cheung was an executive director of the Company during the period from 11 October 2016 to 16 December 2016. Mr. Cheung was also an executive director of Man Sang during the period from 26 June 2015 to 3 April 2018.

Mr. Cheung has entered into a letter of appointment with the Company as the Vice Chairman of the Board and an executive Director for an initial term of three years commencing from 28 October 2019 which shall continue thereafter and may be terminated at any time by a notice in writing served by either Mr. Cheung or the Company. Mr. Cheung is also subject to the general requirement of retirement by rotation and re-election at each annual general meeting of the Company under the

LETTER FROM THE BOARD

Articles of Association. Mr. Cheung is currently entitled to an annual director fee of HK\$4,940,000. The remuneration is determined by the Board with reference to his duties and responsibilities with the Company and is subject to review by the remuneration committee of the Company from time to time with reference to the Company's performance and profitability, as well as remuneration benchmark in the industry and the prevailing market condition.

Save as disclosed above and as at the Latest Practicable Date, Mr. Cheung (i) does not hold any position with the Company or other members of the Company and its subsidiaries, (ii) has not held any other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, (iii) has no relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company, and (iv) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to Mr. Cheung's re-election and there is no information relating to Mr. Cheung which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

Independent Non-Executive Director

- (3) **Mr. Wong Tak Chuen** ("Mr. Wong"), aged 58, is a fellow member of Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales, respectively. He has over 30 years of experience in auditing, financial management, mergers and acquisitions gained from certain senior finance related positions in an international accounting firm in Hong Kong, companies listed in Hong Kong and a company listed in the United States of America. He is currently a Practising Certified Public Accountant in Hong Kong. Mr. Wong is also an independent non-executive director of Huanxi Media and Eternity. Mr. Wong was also an independent non-executive director of Man Sang during the period from 12 July 2016 to 5 November 2018.

There is no written service contract entered into between the Company and Mr. Wong. Mr. Wong is not appointed for a specific term but is subject to the general requirement of retirement by rotation and re-election at each annual general meeting of the Company under the Articles of Association of the Company. The Director's fee for Mr. Wong is fixed by the Board at HK\$120,000 per annum with reference to the range of prevailing range of director's fee for independent non-executive directors of listed companies in Hong Kong and is subject to review by the remuneration committee of the Company from time to time.

Save as disclosed above and as at the Latest Practicable Date, Mr. Wong (i) does not hold any position with the Company or other members of the Company and its subsidiaries, (ii) has not held any other directorship in the last three years in any public companies the securities of which are listed on any securities market in Hong Kong or overseas, (iii) has no relationships with any Directors, senior management

LETTER FROM THE BOARD

or substantial or controlling shareholders (as defined in the Listing Rules) of the Company, and (iv) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the shareholders of the Company in relation to Mr. Wong's re-election and there is no information relating to Mr. Wong which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules.

3. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

As at the Latest Practicable Date, the issued share capital of the Company comprised 770,480,836 ordinary Shares of HK\$0.01 each.

Approval is being sought from the Shareholders to grant a general mandate to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with new ordinary shares up to a maximum of 154,096,167 ordinary shares, being 20% of the total number of issued ordinary shares of the Company as at the date of passing of the ordinary resolution at the Annual General Meeting granting the said issue mandate, on the basis that no further shares are issued or repurchased prior to the Annual General Meeting. In the event that it becomes desirable for the Company to issue any new ordinary shares, on that basis the Directors are given flexibility and discretion to allot, issue or otherwise deal with new ordinary shares up to a maximum of 154,096,167 ordinary shares, being 20% of the total number of issued ordinary shares of the Company as at the date of passing of the ordinary resolution (the "**Issue Mandate**") and, if separately approved by the Shareholders, by adding to such mandate the aggregate number of the issued ordinary shares repurchased by the Company pursuant to the Repurchase Mandate (as defined hereinafter) (the "**Extension Mandate**"). Such authority will only continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the end of the period within which the Company is required by the laws of the Cayman Islands or the Articles of Association to hold its next annual general meeting; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

4. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to approve the granting of a general mandate to the Directors to exercise the powers of the Company to repurchase ordinary shares representing up to a maximum of 77,048,083 ordinary shares, being 10% of the total number of issued ordinary shares of the Company as at the date of the passing of the ordinary resolution (the "**Repurchase Mandate**"), on the basis that no further shares are issued or repurchased prior to the Annual General Meeting. Such authority will only continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the end of the period within which the Company is required by the laws of the Cayman Islands or the Articles of Association to hold its next annual general meeting; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

LETTER FROM THE BOARD

An explanatory statement containing the particulars as required by the Listing Rules to provide the requisite information for your consideration of the Repurchase Mandate is set out in the Appendix hereto.

5. PROPOSED ADOPTION OF THE NEW ARTICLES

The Board proposes that certain amendments (the “**Proposed Amendments**”) be made to the existing amended and restated articles of association of the Company (the “**Existing Articles**”) to, among other things, conform to the core shareholder protection standards set out in Appendix 3 to the Listing Rules (“**Appendix 3**”) which came into effect on 1 January 2022, reflect certain updates in relation to the applicable laws of the Cayman Islands and the Listing Rules and include other house-keeping amendments that are in line with the Proposed Amendments. Accordingly, the Board proposes to adopt the New Articles in substitution for, and to the exclusion of, the Existing Articles.

The major areas of the Proposed Amendments that will be incorporated in the New Articles are summarised hereinbelow:

- a. to remove the requirement that where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases, and that if purchases are by tender, tenders shall be available to all members alike;
- b. to provide that an annual general meeting of the Company shall be held in each financial year and such annual general meeting must be held within six (6) months after the end of Company’s financial year (unless a longer period would not infringe the Listing Rules, if any), in line with Paragraph 14(1) of Appendix 3;
- c. to provide that an annual general meeting must be called by written notice of not less than twenty-one (21) days and all other general meetings must be called by written notice of not less than fourteen (14) days (unless otherwise permitted by the applicable laws and the Listing Rules and subject to the New Articles), in line with Paragraph 14(2) of Appendix 3;
- d. to provide that members must have the right to speak at a general meeting and vote at a general meeting except where a member is required by the Listing Rules to abstain from voting to approve the matter under consideration, in line with Paragraph 14(3) of Appendix 3;
- e. to clarify the exceptional circumstances when a Director is still eligible to vote (and be counted in the quorum) on resolutions of the Board approving contracts or arrangements or any other proposals in which he or any of his close associates is materially interested, in accordance with Rule 13.44 of the Listing Rules;
- f. to provide that the appointment and removal of auditors must be approved by a majority of the members, in line with Paragraph 17 of Appendix 3;

LETTER FROM THE BOARD

- g. to provide that the remuneration of the auditor shall be fixed by the Company by ordinary resolution in general meeting or in such manner as the members may determine, in line with Paragraph 17 of Appendix 3;
- h. to provide that where the Directors have not filled any casual vacancy in the office of auditor, the surviving or continuing auditor or auditors, if any, may act, and that the remuneration of any auditor so appointed by the Directors may be fixed by the Board. Subject to the New Articles, an auditor appointed under such article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the members under the New Articles at such remuneration to be determined by the members;
- i. to provide that, unless otherwise determined by the Directors, the financial year end of the Company shall be 31st of December in each year; and
- j. to make other housekeeping amendments in line with the Proposed Amendments, to better align with the wordings in and to reflect certain updates in relation to the applicable laws of the Cayman Islands and the Listing Rules.

The New Articles (with the Proposed Amendments marked-up against the conformed version of the Existing Articles posted on the website of the Stock Exchange) is set out in Appendix II to this circular. The Chinese translation of the New Articles is for reference only. In case of any discrepancy or inconsistency between the English version and its Chinese translation, the English version shall prevail.

The legal advisers to the Company as to Hong Kong laws have confirmed that the New Articles are, on the whole, not inconsistent with the Listing Rules and the legal advisers to the Company as to the laws of the Cayman Islands have confirmed that the New Articles do not violate the applicable laws of the Cayman Islands. The Company confirms that there is nothing unusual about the Proposed Amendments for a company listed in Hong Kong.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 28 to 32 of this circular. At the Annual General Meeting, resolutions, where applicable, will be proposed to approve, *inter alia*, the re-election of Retiring Directors, the granting of the Issue Mandate, the Repurchase Mandate, the Extension Mandate and adoption of the New Articles.

A form of proxy for use at the Annual General Meeting (and any adjournment thereof) is enclosed with this circular and such form of proxy is also published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.healthwisehk.com. Whether or not you are able to attend the meeting, you are requested to complete and sign the form of proxy in accordance with the instructions printed thereon and deliver it to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Annual General Meeting

LETTER FROM THE BOARD

or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if you so wish.

7. VOTING AT THE ANNUAL GENERAL MEETING

Pursuant to Rules 13.39(4) and 13.39(5) of the Listing Rules (except for procedural and administrative matters), any vote of Shareholders at a general meeting must be taken by poll and the poll results must be announced after the Annual General Meeting in the prescribed manner. Accordingly, the chairman of the Annual General Meeting will demand a poll on each and every resolution put to the vote at the Annual General Meeting.

As at the Latest Practicable Date, no Shareholder is required to abstain from voting on any resolution set out in the notice of Annual General Meeting.

After the conclusion of the Annual General Meeting, the poll results will be published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at www.healthwisehk.com.

8. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other facts the omission of which would make any statement herein or this circular misleading.

9. RECOMMENDATION

The Directors consider that the proposed re-election of Retiring Directors and proposed granting of the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the proposed adoption of the New Articles mentioned above are all in the best interests of the Company and its Shareholders as a whole and, accordingly, recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

10. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices hereto. The English text of this circular shall prevail over the Chinese text.

Yours faithfully,
For and on behalf of the Board
China Healthwise Holdings Limited
Lei Hong Wai
Chairman and Executive Director

This Appendix serves an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 770,480,836 ordinary shares of HK\$0.01 each.

Subject to the passing of the ordinary resolution no. 5 set out in the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and no further ordinary shares are issued or repurchased prior to the Annual General Meeting, the Directors would be allowed under the Repurchase Mandate to repurchase up to a maximum of 77,048,083 ordinary shares of the Company, representing 10% of the total number of shares in issue as at the date of the Annual General Meeting.

2. REASONS FOR REPURCHASES

Although the Directors have no present intention of repurchasing any existing ordinary shares of the Company, the Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share and/or earnings per share of the Company and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

3. FUNDING OF REPURCHASES

Repurchases would be funded entirely from the Company's available cash flow or working capital which will be funds legally available for such purpose as well as in accordance with its Articles of Association and the laws of the Cayman Islands and/or any other applicable laws, as the case may be. It is envisaged that the funds required for any repurchase would be derived from those funds of the Company, legally permitted to be utilised in that connection, including capital paid up on the ordinary shares of the Company to be repurchased, profits otherwise available for distribution and sums standing to the share premium account of the Company.

4. IMPACT OF REPURCHASE

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2022) in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to make repurchases pursuant to the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARES PRICES

The highest and lowest prices per share at which the ordinary shares of the Company had been traded on the Stock Exchange during each of the previous twelve months immediate before, and in the current month up to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2022		
April	0.270	0.260
May	0.300	0.230
June	0.270	0.220
July	0.285	0.235
August	0.285	0.225
September	0.260	0.199
October	0.235	0.190
November	0.240	0.190
December	0.235	0.169
2023		
January	0.232	0.181
February	0.235	0.172
March	0.210	0.131
April (<i>up to the Latest Practicable Date</i>)	0.160	0.129

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. DISCLOSURE OF INTERESTS

None of the Directors nor, to the best of their knowledge and having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any shares to the Company, or that they have undertaken not to sell any shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

8. TAKEOVERS CODE

If on the exercise of the power to repurchase shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong (the "**Takeovers Code**"). Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, 165,662,824 ordinary shares representing approximately 21.50% of the issued ordinary shares of the Company were owned by Eternity Investment Limited and 56,663,636 ordinary shares representing approximately 7.35% of the issued ordinary shares of the Company were owned by Lei Hong Wai, which are the substantial Shareholders holding more than 5% of the issued ordinary shares of the Company. In the event that the Directors exercise in full the power to repurchase shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of Eternity Investment Limited would be increased to approximately 23.89% of the issued ordinary shares of the Company and Lei Hong Wai would be increased to approximately 8.17% in the Company. The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors wish to state that they have no intention to exercise the power to repurchase shares pursuant to the Repurchase Mandate to the extent that would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or render the aggregate number of the issued ordinary shares of the Company in public hands to less than 25% as required by the Listing Rules.

9. SHARE REPURCHASE MADE BY THE COMPANY

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

The following are the proposed amendments to the existing amended and restated articles of association of the Company brought about by the adoption of the new set of second amended and restated articles of association of the Company. Unless otherwise specified clauses, paragraphs and articles numbers referred to herein are clauses, paragraphs and articles numbers of the existing amended and restated articles of association of the Company.

General amendment

Replacing all references to the defined term “Law” with “Act” wherever they appear in the existing amended and restated articles of association of the Company.

Specific amendments

~~MEMORANDUM~~

~~AND~~

~~SECOND~~

~~AMENDED AND~~

~~RESTATED~~

ARTICLES OF ASSOCIATION OF

~~Haier~~China Healthwise Holdings Limited

海爾智能健康控股有限公司

中國智能健康控股有限公司

Incorporated in the Cayman Islands with limited liability

(Reprinted with all amendments up to and including 5 January 2015)

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

CAYMAN ISLANDSThe Companies ~~LawAct~~ (2010 ~~Revision~~)(~~Cap. 22~~ Revised)Exempted Company Limited by Shares**SECOND AMENDED AND RESTATED ARTICLES OF****ASSOCIATION OF****HaierChina Healthwise Holdings Limited**海爾智能健康控股有限公司中國智能健康控股有限公司

(~~As amended~~ Adopted by way of special resolution on 16 July 1999,
~~3 September 2002, 2 September 2004, passed~~
~~9 September 2005, 12 September 2006, 31 August 2010 and 5 January 2015~~
at a general meeting held on 15 June 2023)

Table A

the Company	“the Company” or “this Company” shall mean HaierChina Healthwise Holdings Limited <u>海爾中國智能健康控股有限公司</u> ;
the Companies LawAct/ the LawAct	“the Companies LawAct ” or “the LawAct ” shall mean the companies LawAct (2010 Revision <u>Revised</u>), Cap. 22 of the Cayman Islands and any amendments thereto or re-enactments thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;
<u>Hong Kong dollars/HK\$</u>	“ <u>Hong Kong dollars</u> ” and “HK\$” shall mean dollars legally current in Hong Kong;
writing/printing	“writing” or “printing” shall include writing, printing, lithograph, photograph, type-writing and every other mode of representing words or figures in a legible and non-transitory form;

Share Capital and Modification of Rights**Capital**

3. The authorised share capital of the Company at the date of adoption of this Article is HK\$1,0500,000,000.00 divided into 150,000,000,000 ordinary shares of a nominal or par value of HK\$0.010 each and US\$4,000,000,00 divided into 40 convertible non-voting preference shares of US\$100,000.00 each. The said ordinary shares and convertible non-voting preference shares shall confer on the holders thereof the respective rights and privileges and be subject to the respective restrictions as set out in these Articles but shall otherwise rank pari passu in all respects.

Redemption

9. ~~(a)~~ Subject to the provisions of the ~~Law~~Act and the Memorandum of Association of the Company, and to any special rights conferred on the holders of any shares or attaching to any class of shares, shares may be issued on the terms that they may be, or at the option of the Company or the holders are, liable to be redeemed on such terms and in such manner, including out of capital, as the Board may deem fit.
 - ~~(b)~~ ~~Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price, and if purchases are by tender, tenders shall be available to all shareholders alike.~~
 - ~~(c)~~ ~~The price per share for purchases proposed to be made otherwise than by tender in the manner prescribed in (b) above or on or through a stock exchange on which such shares are listed with the consent of the Company shall not exceed 100 per cent. of the average closing prices for dealings in one or more board lots of such shares on the Exchange on which the shares are traded for the five trading days immediately before the date on which the purchase is made (whether conditionally or otherwise).~~

When annual general meeting to be held

70. The Company shall in each financial year hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and ~~not more than 15 months shall elapse (or such longer period as the Exchange may authorise) between the date of one such~~ annual general meeting of the Company and that of the next. ~~So as long as the first annual general meeting of the Company is~~ must be held within 156 months from after the date ~~end of its incorporation, it need not be held in the year of its incorporation~~ the Company's financial year unless a longer period would not infringe the Listing Rules, if any. The annual general meeting shall be held at such time and place as the Board shall appoint.

Convening of extraordinary general meeting

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

Notice of meetings

73. (a) An annual general meeting ~~and any extraordinary general meeting called for the passing of a special resolution~~ shall be called by not less than 21 days' notice in writing ~~(or such longer period as may from time to time be required under the applicable laws and regulations, including without limitation to the Listing Rules)~~ and any other general meeting (including an extraordinary general meeting) shall be called by not less than 14 days' notice in writing ~~(or such longer period as may from time to time be required under the applicable laws and regulations, including without limitation to the Listing Rules)~~. Subject to the requirement under the Listing Rules, the notice shall be exclusive of the day on which it is served or deemed to be served and of the day for which it is given, and shall specify the time, day, place, and agenda of the meeting, particulars of the resolutions to be considered at the meeting and in the case of special business (as defined in Article 75) the general nature of that business. The notice convening an annual general meeting shall specify the meeting as such, and the notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as a special resolution. Notice of every general meeting shall be given to the Auditors and to all members other than such as, under the provisions hereof or the terms of issue of the shares they hold, are not entitled to receive such notice from the Company.

Quorum

76. For all purposes the quorum for a general meeting shall be two members entitled to receive notice of, attend and vote at the general meeting present in person (or, in case of a member being a corporation, by duly authorised representative) or, for quorum purposes only, two persons appointed by the clearing house as authorised representative or by proxy provided always that if the Company has only one member of record entitled to receive notice of, attend and vote at the general meeting, the quorum shall be that one member present in person or by proxy. No business (except the appointment of a Chairman) shall be transacted at any general meeting unless the requisite quorum shall be present at the commencement of the business.

Qualification for voting

89. (a) Save as expressly provided in these Articles or as otherwise determined by the Board, no person other than a member duly registered and who shall have paid everything for the time being due from him payable to the Company in respect of his shares shall be entitled to be present or to vote (save as proxy for another member), or to be reckoned in a quorum, either personally or by proxy at any general meeting.

Right to speak and vote

(b) All Members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the rules of the Designated Stock Exchange, to abstain from voting to approve the matter under consideration.

Objections to voting

(~~b~~c) No objection shall be raised as to the qualification of any person exercising or purporting to exercise any vote or to the admissibility of any vote except at the meeting or adjourned meeting at which the person exercising or purporting to exercise his vote or the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. In the case of any dispute as to the admission or rejection of any vote, the Chairman of the meeting shall determine the same and such determination shall be final and conclusive.

Instrument appointing proxy to be in writing

91. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the facts.

**Corporations/clearing
houses acting by
representatives at
meetings**

96. (a) Any corporation which is a member of the Company may, by resolution of its directors or other governing body or by power of attorney, authorise such person as it thinks fit to act as its representative at any meeting of the Company or of members of any class of shares of the Company and the person so authorised shall be entitled to exercise the same powers on behalf of the corporation which he represents as that corporation could exercise if it were an individual member of the Company and where a corporation is so represented, it shall be treated as being present at any meeting in person.
- (b) If a recognised clearing house (or its nominee) is a member of the Company it may, by resolution of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its representative or representatives at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be entitled to exercise the same powers on behalf of the recognised clearing house (or its nominee) which he represents as that recognised clearing house (or its nominee) could exercise if it were an individual member of the Company holding the number and class of shares specified in such authorisation including, the right to speak and to vote, and where a show of hands is allowed, the right to vote individually on a show of hands.

**Board may fill vacancies/
appoint additional
Directors**

99. The Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board but so that the number of Directors so appointed shall not exceed the maximum number determined from time to time by the members in general meeting. Any Directors so appointed shall hold office only until the ~~next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following~~first annual general meeting of the Company ~~(in case of an addition to their number)~~after his appointment, and shall then be eligible for re-election at that meeting provided that any Director who so retires shall not be taken into account in determining the number of Directors who are to retire at such meeting by rotation pursuant to Article 116.

**Director may not vote
where he has a material
interest**

107. (c) A Director shall not be entitled to vote on (nor shall be counted in the quorum in relation thereto) any resolution of the Board approving any contract or arrangement or any other proposal whatsoever in which he or any of his ~~Associates~~close associates has any material interest, and if he shall do so his vote shall not be counted (nor is he to be counted in the quorum for the resolution), but this prohibition shall not apply to any of the following matters, namely:

**Director may vote in respect
of certain matters**

- (i) the giving of any security or indemnity either:
 - (aa) to the Director or any of his ~~Associates~~close associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (bb) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or any of his ~~Associates~~close associate(s) has assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;

- (ii) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or any of his ~~Associates~~close associate(s) is or is to be interested as a participant in the underwriting or sub-underwriting of the offer;
- ~~(iii) any proposal concerning any other company in which the Director or any of his Associates is interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or any of his Associates is beneficially interested in the shares of that company, provided that, the Director and any of his Associates are not in aggregate beneficially interested in five per cent. or more of the issued shares of any class of such company (or of any third company through which his interest or that of his Associates is derived) or of the voting rights;~~
- ~~(#iii)~~ any proposal or arrangement concerning the benefit of employees of the Company or any of its subsidiaries including:
 - (aa) the adoption, modification or operation of any employees' share scheme or any share incentive scheme or share option scheme under which the Director or any of his ~~Associates~~close associate(s) may benefit; or
 - (bb) the adoption, modification or operation of a pension or provident fund or retirement, death or disability benefits scheme which relates both to Directors, their ~~Associates~~close associate(s) and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or any of his ~~Associates~~close associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and

(~~v~~iv) any contract or arrangement in which the Director or any of his ~~Associates~~close associate(s) is interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.

**Who to decide whether
a Director may vote**

107. (e) If any question shall arise at any meeting of the Board as to the materiality of the interest of a Director or any of his ~~Associates~~close associate(s) or the significance of a contract, arrangement or transaction or proposed contract, arrangement or transaction or as to the entitlement of any Director to vote or form part of a quorum and such question is not resolved by his voluntarily agreeing to abstain from voting or not to be counted in the quorum, such question shall be referred to the Chairman of the meeting (or, where question relates to the interest of the Chairman or any of his ~~Associates~~close associate(s), to the other Directors at the meeting) and his ruling (or, as appropriate, the ruling of the other Directors) in relation to any other Director (or, as appropriate, the Chairman) shall be final and conclusive except in a case where the nature or extent of the interests of the Director concerned and any of his ~~Associates~~close associate(s) (or, as appropriate, the Chairman and any of his ~~Associates~~close associate(s)) as known to such Director (or, as appropriate, the Chairman) has not been fairly disclosed to the Board.

- (f) Where a company (other than a company which is a wholly owned subsidiary of the Company or a subsidiary or associated company of the Company in the voting equity capital of which neither the Director nor any of his ~~Associates~~close associate(s) (as defined in paragraph (g) below) has any interests) in which a Director together with any of his ~~Associates~~close associate(s) (as defined in paragraph (g) below) hold 5 per cent. or more of any class of the voting equity share capital of such company or of the voting rights of any class of shares available to shareholders of the company is materially interested in a transaction, then that Director shall also be deemed materially interested in such transaction.

Definition of “Associates”

- ~~(g) For the purpose of Article 107 and Article 112, “Associates” means, in relation to any Director of the Company:~~
- ~~(i) his spouse and any of his or his spouse’s children or step-children, natural or adopted, under the age of 18 years (“family interests”); and~~
 - ~~(ii) the trustees, acting in their capacity as such trustees, of any trust of which he or any of his family interests is a beneficiary or, in the case of a discretionary trust, is (to his knowledge) a discretionary object and any company (“trustee controlled company”) in the equity capital of which the trustees, acting in their capacity as such trustees, are directly or indirectly interested so as to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in the HK Code on Takeovers and Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary (together, the “trustee interests”); and~~
 - ~~(iii) a holding company of a trustee controlled company or a subsidiary of any such holding company; and~~

~~(iv) any company in the equity capital of which he, his family interests, any of the trustees referred to in (ii) above, acting in their capacity as such trustees, and/or any trustee interests taken together are directly or indirectly interested so as to exercise or control the exercise of 30% (or such other amount as may from time to time be specified in the HK Code on Takeovers and Mergers as being the level for triggering a mandatory general offer) or more of the voting power at general meetings, or to control the composition of a majority of the board of directors and any other company which is its subsidiary or holding company or a fellow subsidiary of any such holding company.~~

Definition of
“close associate”

(g) For the purpose of Article 107 and Article 112, “close associate” in relation to any Director of the Company, shall have the meaning as defined in the Listing Rules as modified from time to time, except that for purposes of Article 107 where the transaction or arrangement to be approved by the Board is a connected transaction referred to in the Listing Rules, it shall have the same meaning as that ascribed to “associate” in the Listing Rules.

General powers of Company
vested in Board

112. (a) Subject to any exercise by the Board of the powers conferred by Articles 113 to 115, the management of the business of the Company shall be vested in the Board which, in addition to the powers and authorities by these Articles expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the ~~LawAct~~ expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the ~~LawAct~~ and of these Articles and to any regulation from time to time made by the Company in general meeting not being inconsistent with such provisions or these Articles, provided that no regulation so made shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

- (b) Without prejudice to the general powers conferred by these Articles, it is hereby expressly declared that the Board shall have the following powers:
- (i) to give to any person the right or option of requiring at a future date that an allotment shall be made to him of any share at par or at such premium as may be agreed; and
 - (ii) to give to any Directors, officers or employees of the Company an interest in any particular business or transaction or participation in the profits thereof or in the general profits of the Company either in addition to or in substitution for a salary or other remuneration.
- (c) Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157 H of the Companies Ordinance as in force at the date of adoption of these Articles, and except as permitted under the Companies ~~Law~~Act, the Company shall not directly or indirectly:
- (i) make a loan to a Director or a director of any holding company of the Company or any of his/her ~~close Associates~~close associate(s);
 - (ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or such a director or any of his/her ~~Associates~~close associate(s); or
 - (iii) if any one or more of the Directors together with his/her ~~Associates~~close associate(s) hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.

**Power to remove Director
by ordinary resolution**

122. (a) ~~The Company~~Members may, at any general meeting convened and held in accordance with these Articles, by ordinary resolution at any time remove any Director (including a Managing Director or other executive Director) before the expiration of his ~~period~~term of office notwithstanding anything in these Articles or in any agreement between the Company and such Director and may by ordinary resolution elect another person in his stead. Any person so elected shall hold office during such time only as the Director in whose place he is elected would have held the same if he had not been removed.

**Appointment and
remuneration of Auditors**

165. (i) ~~The Company shall at any~~ At the annual general meeting or at a subsequent extraordinary general meeting in each year, ~~the Members shall by ordinary resolution~~ appoint an auditor or auditors of the Company who shall hold office until the next annual general meeting ~~but if an appointment is not made, the Auditors in office shall continue in office until a successor is appointed. The remuneration of the Auditors shall be fixed by the Company at the annual general meeting at which they are appointed provided that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Board. No person may be appointed as the, or an, Auditor, unless he is independent. Such auditor may be a Member but no Director or officer or employee of the Company shall, The Board may before the first annual general meeting appoint~~ during his continuance in office, be eligible to act as an auditor ~~or auditors~~ of the Company ~~who shall hold office until the first annual general meeting unless previously removed by an ordinary resolution of the members in general meeting in which case the members at that meeting may appoint Auditors. The Board may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Board under this Article may be fixed by the Board.~~

- (ii) The members may, at any general meeting convened and held in accordance with these Article, remove the Auditor or Auditors by ordinary resolution at any time before the expiration of the term of office and shall, by ordinary resolution, at that meeting appoint another Auditor in its place for the remainder of the term.
- (iii) The remuneration of the Auditor shall be fixed by an ordinary resolution passed at a general meeting or in such manner as the Members may by ordinary resolution determine.
- ~~(ii) The members may, at any general meeting convened and held~~(iv) The Directors may fill any casual vacancy in the office of Auditor but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act. The remuneration of any Auditor appointed by the Directors under this Article may be fixed by the Board. Subject to Article 165(ii), an Auditor appointed under this Article shall hold office until the next following annual general meeting of the Company and shall then be subject to appointment by the Members under Article 165(i) at such remuneration to be determined by the Members under Article 165(iii). in accordance with these Article, remove the Auditor or Auditors by special resolution at any time before the expiration of the term of office and shall, by ordinary resolution, at that meeting appoint another Auditor in its place for the remainder of the term.

Financial Year

Financial year

180. The financial year of the Company shall be ~~prescribed~~ by 31st day of December in each year and the Board and may, from time to time, ~~be changed by~~ it.

NOTICE OF ANNUAL GENERAL MEETING

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CHINA HEALTHWISE HOLDINGS LIMITED

中國智能健康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 348)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of China Healthwise Holdings Limited (the “**Company**”) will be held at Meeting Room (Soho 1), 6/F., ibis Hong Kong Central & Sheung Wan Hotel, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 15 June 2023 at 11:15 a.m. for the following purposes:

AS ORDINARY RESOLUTIONS

1. To receive the audited consolidated financial statements of the Company and its subsidiaries (the “**Group**”) and the reports of the directors (the “**Directors**”) and auditors of the Company for the year ended 31 December 2022.
2. To consider and approve, each as separate resolution, if thought fit, the following resolutions:
 - (a) To re-elect Mr. Lei Hong Wai as Executive Director;
 - (b) To re-elect Mr. Cheung Kwok Wai Elton as Executive Director;
 - (c) To re-elect Mr. Wong Tak Chuen as Independent Non-Executive Director; and
 - (d) To authorise the board of Directors to fix the remuneration of the respective Directors.
3. To re-appoint Messrs. HLB Hodgson Impey Cheng Limited as auditors of the Company and to authorise the Directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT

- (1) subject to paragraph (3) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and deal with additional ordinary shares of the Company and to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into ordinary shares of the Company) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (2) the approval in paragraph (1) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights to subscribe for or are convertible into ordinary shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period;
- (3) the aggregate number of ordinary shares of the Company allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise), issued or dealt with by the Directors pursuant to the approval in paragraph (1) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of ordinary shares in lieu of the whole or part of a dividend on ordinary shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of ordinary shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into ordinary shares, shall not exceed 20% of the number of the issued ordinary shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (4) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.

“**Rights Issue**” means an offer of ordinary shares, or offer or issue of warrants, options or other securities giving rights to subscribe for ordinary shares open for a period fixed by the Directors to holders of ordinary shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

- 5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT**

- (1) subject to paragraph (2) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all powers of the Company to repurchase ordinary shares of the Company on the Stock Exchange or on any other stock exchange on which the ordinary shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (2) the aggregate number of ordinary shares of the Company which may be repurchased by the Company pursuant to the approval in paragraph (1) above shall not exceed 10% of the number of issued ordinary shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly; and
- (3) for the purposes of this resolution, “**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; or

NOTICE OF ANNUAL GENERAL MEETING

(iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** subject to the passing of resolutions no. 4 and no. 5 set out in the notice convening this meeting, the general mandate granted to the Directors to allot, issue or otherwise deal with additional ordinary shares pursuant to resolution no. 4 set out in the notice convening this meeting be and is hereby extended by the addition thereto the aggregate number of ordinary shares of the Company repurchased by the Company under the authority granted pursuant to resolution no. 5 set out in the notice convening this meeting, provided that such amount of ordinary shares so repurchased shall not exceed 10% of the total number of the issued ordinary shares of the Company as at the date of passing the said resolution.”

SPECIAL RESOLUTION

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

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

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

Hong Kong, 27 April 2023

Notes:

1. All 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 Stock Exchange of Hong Kong Limited (the “**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. The register of members of the Company will be closed from Monday, 12 June 2023 to Thursday, 15 June 2023 (both dates inclusive), during which period no transfer of shares of the Company will be registered.

NOTICE OF ANNUAL GENERAL MEETING

3. In order to qualify for the attendance and voting at the annual general meeting, all transfer documents accompanied by the relevant shares certificates for registration must be lodged with the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 9 June 2023.
4. Any shareholder of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies (who must be an individual or individuals) to attend and vote instead of him. A proxy need not be a shareholder of the Company.
5. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power of attorney or authority must be delivered to the Company's branch share registrar in Hong Kong, Tricor 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. Concerning resolutions nos. 4 and 6 above, approval is being sought from shareholders as a general mandate in compliance with the Listing Rules, in order to ensure flexibility and discretion to the Directors in the event that it becomes desirable to allot, issue or otherwise deal with additional ordinary shares of the Company up to 20 per cent of the total number of issued ordinary shares of the Company as at the date of passing of the relevant resolutions.
7. In relation to resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase shares of the Company in circumstances which they deem appropriate for the benefit of the shareholders of the Company.
8. If a black rainstorm warning or a tropical cyclone warning signal number 8 or above is hoisted at or after 8:00 a.m. and before the scheduled meeting time, the above meeting will not be held on Thursday, 15 June 2023. 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.
9. Where there are joint holders of any share in the Company, any one of such joint holders may vote at the meeting, either in person or by proxy, in respect of such share as if he/she/they were solely entitled thereto, but if more than one of such joint holders be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of other holder(s) and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
10. No gifts, food or beverages will be provided to attendees at the meeting.
11. References to time and dates in this notice are to Hong Kong time and dates.
12. The translation of this notice into Chinese language is for reference only. In case of any inconsistency, the English version shall prevail.

As at the date of this notice, the Executive Directors are Mr. Lei Hong Wai (Chairman), Mr. Cheung Kwok Wai Elton (Vice Chairman), Mr. Leung Alex, Ms. Lo Ming Wan, Mr. Tse Chi Keung and Mr. Yuan Huixia; and the Independent Non-executive Directors are Mr. Lai Hok Lim, Mr. Lien Wai Hung and Mr. Wong Tak Chuen.