

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, 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 announcement.

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)

DISCLOSEABLE AND CONNECTED TRANSACTION — PROVISION OF FINANCIAL ASSISTANCE AND ADVANCE TO AN ENTITY

PROVISION OF FINANCIAL ASSISTANCE

Reference are made to the announcements of the Company dated 22 March 2023 and 26 February 2024 (“**Announcements**”) in relation to (i) the granting of the Facilities of up to a principal amount of HK\$9 million to Customer N, and (ii) the entering into supplemental agreement (the “**First Supplemental Agreement**”) to extend the repayment date of the Facilities from 21 March 2024 to 21 March 2025. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

The Board announces that on 21 March 2025 (after trading hours of the Stock Exchange), Good Cheer Global entered into the second supplemental agreement (the “**Second Supplemental Agreement**”) with Customer N to further extend the repayment date of the Facilities for twelve (12) months from 21 March 2025 to 21 March 2026. Save as disclosed herein, all other terms and conditions of the Loan Agreement remain unchanged and continue in full force and effect.

The principal terms and conditions of the Loan Agreement are disclosed in the announcement dated 22 March 2023.

Information on Customer N

Eternity Investment Limited is an exempted company incorporated in Bermuda with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange under stock code: 764. Eternity Investment Limited is an investment holding company and its subsidiaries are principally engaged in sale of financial assets, property investment, money lending, and design and sale of jewelry products and operation of a golf course in the People’s Republic of China.

As at the date of this announcement, Mr. Lei Hong Wai, the Chairman of the Board and an executive Director, and Mr. Cheung Kwok Wai Elton, the vice Chairman of the Board and an executive Director, are executive directors of Customer N.

Information on the Group and Good Cheer Global

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.

Good Cheer Global is a money lender licensed in Hong Kong under the provisions of the Money Lenders Ordinance. Good Cheer Global conducts money lending business in Hong Kong through the provision of secured and unsecured loans to customers.

Reasons for and benefits of the extension of the repayment date of the Facilities

As money lending is one of the principal activities of the Group, the provision of the Facilities to Customer N and the extension of the repayment date of the Facilities is in the ordinary and usual course of business of the Group.

At the request of Customer N, Good Cheer Global and Customer N negotiated for an extension of the repayment date of the Facilities. The terms of the Second Supplemental Agreement were agreed after arm's length negotiation between Good Cheer Global and Customer N. Having considered the financial background of Customer N, the interest payment history of Customer N and the additional interest income of approximately HK\$0.7 million to be generated to Good Cheer Global from the extension of the repayment date of the Facilities, the Directors (including the independent non-executive Directors but excluding Mr. Lei Hong Wai and Mr. Cheung Kwok Wai Elton who have abstained from voting on the relevant resolutions to approve the Second Supplemental Agreement and the transaction contemplated thereunder at the meeting of the Board held on 21 March 2025) consider that the Second Supplemental Agreement and its terms are fair and reasonable and in the interests of the Company and its shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

As two of the relevant percentage ratios (as defined under the Listing Rules) in respect of the provision of financial assistance upon signing the Second Supplemental Agreement are more than 5% but all are less than 25%, the transaction constitutes a discloseable transaction of the Company under the Listing Rules and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

Pursuant to the Loan Agreement (as amended and supplemented by the First Supplemental Agreement and the Second Supplemental Agreement), the principal amount of the Facilities granted to Customer N exceeds 8% under the assets ratio as defined under Rule 14.07(1) of the Listing Rules and constitutes an advance to an entity under Rule 13.13 of the Listing Rules. Accordingly, the granting of the Facilities under the Loan Agreement (as amended and supplemented by the First Supplemental Agreement and the Second Supplemental Agreement) is also subject to the general disclosure obligations under Rule 13.15 of the Listing Rules.

As at the date of this announcement, Customer N is a substantial shareholder of the Company. Accordingly, Customer N is a connected person of the Company and the provision of financial assistance upon signing the Second Supplemental Agreement constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. Given that none of the relevant applicable percentage ratios (calculated in accordance with the Listing Rules) in respect of the provision of financial assistance upon signing the Second Supplemental Agreement is more than 25% and the total value of the financial assistance plus any monetary advantage is less than HK\$10 million, the transaction is a de minimis transaction which is subject to the reporting and announcement requirements, but is exempt from the circular, independent financial advice and shareholders' approval requirements under Chapter 14A of the Listing Rules.

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

Hong Kong, 21 March 2025

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, Mr. Yuan Huixia and Mr. Yang Qiangsheng; and the independent non-executive Directors are Mr. Lai Hok Lim, Mr. Lien Wai Hung and Mr. Tsang Chin Pang.