

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)

FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON WEDNESDAY, 5 OCTOBER 2022 AT 11:00 A.M. (OR AT ANY ADJOURNMENT THEREOF)

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of
HK\$0.01 each in the capital of CHINA HEALTHWISE HOLDINGS LIMITED (the “Company”), HEREBY APPOINT³ the chairman
of the Meeting or _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (the
“Meeting”) (and at any adjournment thereof) 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 Wednesday, 5 October 2022 at 11:00 a.m. (or at any adjournment thereof) and
to vote in respect of the resolutions set out in the notice convening the Meeting (the “Notice”) dated 13 September 2022 as indicated
below or, if no such indication is given, as my/our proxy thinks fit. Unless otherwise defined, capitalised terms used in this form of proxy
shall have the same meaning as those defined in the circular of the Company dated 13 September 2022.

ORDINARY RESOLUTION	FOR ⁴	AGAINST ⁴
To approve, confirm and ratify the Proposed Amendments to the terms of the Bond, to grant the Specific Mandate to issue the Conversion Shares, and to authorise any one or more Directors to execute all such documents, agreements and do all such acts and things in connection with the implementation of or giving effect to the Second Supplemental Agreement and the Proposed Amendments as set out in the Notice.*		

* The full text of the resolution is set out in the Notice contained in the circular of the Company dated 13 September 2022 which is sent to the shareholders of the Company together with this proxy form.

Dated the _____ day of _____ 2022 Signature(s)⁵ : _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the Company registered in your name(s).
3. If any proxy other than the chairman of the Meeting is preferred, please delete the words “the chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A PARTICULAR RESOLUTION, TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A PARTICULAR RESOLUTION, TICK IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the Meeting.
5. The form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
6. In order to be valid, this form of proxy together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be lodged at the Company’s 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 the holding of the Meeting or any adjournment thereof.
7. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members of the Company.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Meeting if you so wish. In the event that you attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”), which include your and your proxy’s name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this Proxy Form (the “Purposes”). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its Share Registrar and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Abacus Limited at the above address.