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## **HAIER HEALTHWISE HOLDINGS LIMITED**

**海爾智能健康控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 348)**

**(1) PROPOSED CHANGE OF COMPANY NAME;  
(2) CHANGES OF DIRECTORS AND CHAIRMAN OF THE BOARD;  
(3) CHANGES IN COMPOSITION OF BOARD COMMITTEES;  
AND  
(4) CHANGES OF AUTHORISED REPRESENTATIVES**

### **PROPOSED CHANGE OF COMPANY NAME**

The Board proposes to change the present English name of the Company from “Haier Healthwise Holdings Limited” to “China Healthwise Holdings Limited” and the present Chinese name of the Company from “海爾智能健康控股有限公司” to “中國智能健康控股有限公司”.

The Change of Company Name is subject to the satisfaction of the conditions as set out in the section headed “Conditions for the Change of Company Name” in this announcement.

A circular containing, among other things, details of the Change of Company Name as well as a notice convening the EGM and the related proxy form will be despatched to the Shareholders as soon as practicable.

### **CHANGES OF DIRECTORS AND CHAIRMAN OF THE BOARD**

The Board hereby announces that with effect from 27 October 2016:

- (i) Mr. Ye has resigned as an independent non-executive Director as he would like to devote more time to his other business commitments;
- (ii) Dr. Ko has resigned as an independent non-executive Director as he would like to devote more time to his other business commitments;
- (iii) Mr. Diao has resigned as a Co-Chairman of the Board and the Chief Executive of the Company, and has been re-designated from an executive Director to a non-executive Director;

- (iv) Mr. Lei, an executive Director, has been re-designated from a Co-Chairman of the Board to the Chairman of the Board;
- (v) Mr. Lai has been appointed as an independent non-executive Director; and
- (vi) Mr. Lien has been appointed as an independent non-executive Director.

#### **CHANGES IN COMPOSITION OF BOARD COMMITTEES**

The Board announces that with effect from 27 October 2016:

- (i) Mr. Diao has resigned as a member and the chairman of the nomination committee of the Company;
- (ii) Mr. Ye has resigned as a member of the audit committee and the nomination committee, and a member and the chairman of the remuneration committee of the Company;
- (iii) Dr. Ko has resigned as a member of the audit committee, the nomination committee and the remuneration committee of the Company;
- (iv) Mr. Lei has been appointed as the chairman of the nomination committee of the Company;
- (v) Mr. Lai has been appointed as a member of the audit committee and the nomination committee, and a member and the chairman of the remuneration committee of the Company; and
- (vi) Mr. Lien has been appointed as a member of the audit committee, the nomination committee and the remuneration committee of the Company.

#### **CHANGES OF AUTHORISED REPRESENTATIVES**

The Board further announces that Mr. Leung Lun, *M.H.* and Ms. Fang Fang have ceased to act as the authorised representatives of the Company, and Mr. Lei Hong Wai and Mr. Cheung Kwok Wai Elton have been appointed as the authorised representatives of the Company under Rule 3.05 of the Listing Rules with effect from 27 October 2016.

#### **PROPOSED CHANGE OF COMPANY NAME**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Haier Healthwise Holdings Limited (the “**Company**”) proposes to change the present English name of the Company from “Haier Healthwise Holdings Limited” to “China Healthwise Holdings Limited” and the present Chinese name of the Company from “海爾智能健康控股有限公司” to “中國智能健康控股有限公司” (the “**Change of Company Name**”).

## Conditions for the Change of Company Name

The Change of Company Name is subject to the satisfaction of the following conditions:

- (i) the passing of a special resolution by the shareholders of the Company (the “**Shareholders**”) to approve the Change of Company Name at an extraordinary general meeting of the Company (the “**EGM**”); and
- (ii) the Registrar of Companies in the Cayman Islands granting the approval for the Change of Company Name.

Subject to the satisfaction of the above conditions, the Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and the new Chinese name of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong pursuant to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

## Reasons for the Change of Company Name

Following the disposal of an aggregate of 1,510,000,000 issued shares of the Company by Haier Electrical Appliances Second Holdings (BVI) Limited (“**Haier Electrical Appliances**”) on 12 September 2016, Haier Electrical Appliances ceased to be a substantial Shareholder. The Board considers that the Change of Company Name will better reflect the change in the relationship between the Company and Haier Electrical Appliances. The new name of the Company will create a fresh corporate image and identity which will benefit the future business development of the Company and its subsidiaries (collectively, the “**Group**”).

The Board is of the opinion that the Change of Company Name is in the interests of the Company and the Shareholders as a whole.

## Effect of the Change of Company Name

The Change of Company Name will not affect any of the rights of the Shareholders. If the Change of Company Name becomes effective, all existing share certificates in issue bearing the present name of the Company will continue to be evidence of title to the shares of the Company and will continue to be valid for trading, settlement, delivery and registration for the same number of shares in the new name of the Company, and the rights of any Shareholders will not be affected as a result of the Change of Company Name.

There will be no special arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the Company’s new name. Subject to the Change of Company Name becoming effective, future share certificates will be issued under the new name of the Company.

Subject to the confirmation by The Stock Exchange of the Hong Kong Limited (the “**Stock Exchange**”), the English and Chinese stock short names of the Company for trading in the shares of the Company on the Stock Exchange will also be changed after the Change of Company Name becoming effective.

## General

A special resolution will be proposed at the EGM for the Shareholders to consider and, if thought fit, to approve the Change of Company Name.

A circular containing, among other things, details of the Change of Company Name as well as a notice convening the EGM and the related proxy form will be despatched to the Shareholders as soon as practicable.

The Company will make further announcement(s) to inform the Shareholders of the poll results of the EGM, the effective date of the Change of Company Name, the change of the stock short names of the Company used in trading in the shares of the Company on the Stock Exchange and the change of the Company's website as and when appropriate.

## CHANGES OF DIRECTORS AND CHAIRMAN OF THE BOARD

The Board hereby announces that with effect from 27 October 2016:

- (i) Mr. Ye Tian Liu ("**Mr. Ye**") has resigned as an independent non-executive Director as he would like to devote more time to his other business commitments;
- (ii) Dr. Ko Peter, Ping Wah ("**Dr. Ko**") has resigned as an independent non-executive Director as he would like to devote more time to his other business commitments;
- (iii) Mr. Diao Yunfeng ("**Mr. Diao**") has resigned as a Co-Chairman of the Board and the Chief Executive of the Company, and has been re-designated from an executive Director to a non-executive Director;
- (iv) Mr. Lei Hong Wai ("**Mr. Lei**"), an executive Director, has been re-designated from a Co-Chairman of the Board to the Chairman of the Board;
- (v) Mr. Lai Hok Lim ("**Mr. Lai**") has been appointed as an independent non-executive Director; and
- (vi) Mr. Lien Wai Hung ("**Mr. Lien**") has been appointed as an independent non-executive Director.

Each of Mr. Ye, Dr. Ko and Mr. Diao has confirmed that he has no disagreement with the Board and there is no matter in respect of his resignation which needs to be brought to the attention of the Shareholders or the Stock Exchange.

Biographical information of Mr. Diao, Mr. Lei, Mr. Lai, and Mr. Lien are as follows:

**Mr. Diao Yunfeng**, aged 44, was appointed as an executive Director on 24 September 2014 and was appointed as the Chairman of the Board and the Chief Executive of the Company on 27 October 2014, and was subsequently re-designated as Co-Chairman of the Board on 11 October 2016. He obtained his EMBA degree from the China Europe International Business School in the People's Republic of China (the "**PRC**") and a bachelor degree from the Southeast University of the PRC. He was awarded as the "Outstanding Entrepreneur" of Shandong Province. Mr. Diao joined the Haier Group in 1995 and was the vice president of the Haier Group, responsible for the development and management of various emerging segments of the Haier Group, including the global home electric appliances, childcare related products and intelligent healthcare products, etc. Mr. Diao has held a number of senior positions including the director of overseas marketing management of the Haier Group and the general manager of Haier International Business Corporation Limited, and under his leadership, the overseas business of the Company achieved one milestone after another. Mr. Diao has been responsible for the development and planning of the home electric appliances business for the Company since 2011, during which he has established an innovative platform for the Company's childcare related products and intelligent healthcare products. Mr. Diao also holds directorships in certain subsidiaries of the Company. Mr. Diao did not hold any directorships in the last three years in public companies the securities of which are listed on any securities markets in Hong Kong or overseas.

Mr. Diao has been re-designated as a non-executive Director with effect from 27 October 2016. Mr. Diao has entered into a letter of appointment with the Company as a non-executive Director for an initial term of three years commencing from 27 October 2016, which may be terminated at any time by a notice in writing served by either Mr. Diao or the Company. Mr. Diao is also subject to the general requirement of retirement by rotation of Director at each annual general meeting of the Company under the articles of association of the Company. The Director's fee for Mr. Diao is fixed by the Board at HK\$60,000 per annum with reference to the range of prevailing range of director's fee for 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 date of this announcement, Mr. Diao (i) does not hold any other position with the Company or other members of the Group, (ii) has no relationships with any Directors, senior management or substantial or controlling Shareholders (as defined in the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**")), and (iii) does not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) ("**SFO**").

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

**Mr. Lei Hong Wai**, aged 48, was appointed as an executive Director and a Co-Chairman of the Board on 11 October 2016. Mr. Lei has over 14 years of extensive experience in corporate management, investment and business development. 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 PRC. Mr. Lei is currently the chairman of the board of directors and an executive director of Eternity Investment Limited, a company listed on the Main Board of the Stock Exchange under stock code: 764. Mr. Lei is also currently the chairman of the board of directors and an executive director of Man Sang International Limited, a company listed on the Main Board of the Stock Exchange under stock code: 938. 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, a company listed on the Main Board of the Stock Exchange under stock code: 1003 and formerly known as 21 Holdings Limited.

Mr. Lei has been re-designated as the Chairman of the Board with effect from 27 October 2016. He is a member and the chairman of the nomination committee of the Company, and a member of the remuneration committee 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 and the letter of appointment continues thereafter unless and until terminated by either the Company or Mr. Lei giving to the Company not less than two months' written notice or payment in lieu of notice to determine the same. Mr. Lei is also subject to the general requirement of retirement by rotation of Director at each annual general meeting of the Company under the articles of association of the Company. Pursuant to the letter of appointment, Mr. Lei is entitled to receive a Director's fee of HK\$120,000 per annum, which 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 date of this announcement, Mr. Lei (i) does not hold any other position with the Company or other members of the Group, (ii) has no relationships with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules), and (iii) 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 in relation to Mr. Lei's re-designation 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.

**Mr. Lai Hok Lim**, aged 57, has been a practising solicitor in Hong Kong since 1989. He graduated from the University of Hong Kong with a Bachelor of Arts Degree and holds a Bachelor of Arts (Law) Degree from the University of Sussex in the United Kingdom and a Bachelor of Law Degree from Beijing University in the PRC. Mr. Lai did not hold any directorships in the last three years in public companies the securities of which are listed on any securities markets in Hong Kong or overseas.

Mr. Lai has been appointed as an independent non-executive Director, a member of the audit committee and the nomination committee of the Company, and a member and the chairman of the remuneration committee of the Company with effect from 27 October 2016. There is no written service contract entered into between the Company and Mr. Lai. Mr. Lai is not appointed for a specific term but is subject to the general requirement of retirement by rotation of Director at each annual general meeting of the Company under the articles of association of the Company. The Director's fee for Mr. Lai 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 date of this announcement, Mr. Lai (i) does not hold any other position with the Company or other members of the Group, (ii) has no relationships with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules), and (iii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Lai has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

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

**Mr. Lien Wai Hung**, aged 53, has been a practising solicitor in Hong Kong since 1997. Mr. Lien is currently the chairman of the board of directors and an executive director of Zhi Cheng Holdings Limited, a company listed on the Growth Enterprise Market of the Stock Exchange under stock code: 8130.

Mr. Lien has been appointed as an independent non-executive Director, and a member of the audit committee, the nomination committee and the remuneration committee of the Company with effect from 27 October 2016. There is no written service contract entered into between the Company and Mr. Lien. Mr. Lien is not appointed for a specific term but is subject to the general requirement of retirement by rotation of Director at each annual general meeting of the Company under the articles of association of the Company. The Director's fee for Mr. Lien 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 date of this announcement, Mr. Lien (i) does not hold any other position with the Company or other members of the Group, (ii) has no relationships with any Directors, senior management or substantial or controlling Shareholders (as defined in the Listing Rules), and (iii) does not have any interests in the shares of the Company within the meaning of Part XV of the SFO.

Mr. Lien has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

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

## **CHANGES IN COMPOSITION OF BOARD COMMITTEES**

The Board announces that with effect from 27 October 2016:

- (i) Mr. Diao has resigned as a member and the chairman of the nomination committee of the Company;
- (ii) Mr. Ye has resigned as a member of the audit committee and the nomination committee, and a member and the chairman of the remuneration committee of the Company;
- (iii) Dr. Ko has resigned as a member of the audit committee, the nomination committee and the remuneration committee of the Company;
- (iv) Mr. Lei has been appointed as the chairman of the nomination committee of the Company;
- (v) Mr. Lai has been appointed as a member of the audit committee and the nomination committee, and a member and the chairman of the remuneration committee of the Company; and
- (vi) Mr. Lien has been appointed as a member of the audit committee, the nomination committee and the remuneration committee of the Company.

## **CHANGES OF AUTHORISED REPRESENTATIVES**

The Board further announces that Mr. Leung Lun, *M.H.* and Ms. Fang Fang have ceased to act as the authorised representatives of the Company, and Mr. Lei Hong Wai and Mr. Cheung Kwok Wai Elton have been appointed as the authorised representatives of the Company under Rule 3.05 of the Listing Rules with effect from 27 October 2016.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Ye and Dr. Ko for their due diligent performance and contributions to the operation and development of the Company during their terms of office and to express its warmest welcome to Mr. Lei and Mr. Diao for their new roles with the Company and Mr. Lai and Mr. Lien for their new appointments.

By Order of the Board  
**Haier Healthwise Holdings Limited**  
**Hu Yebi**  
*Executive Director*

Hong Kong, 27 October 2016

*As at the date of this announcement, the executive Directors are Mr. Lei Hong Wai (Chairman), Mr. Hu Yebi (Vice Chairman), Mr. Cheung Kwok Wai Elton, Mr. Leung Lun, M.H. and Ms. Fang Fang; the non-executive Director is Mr. Diao Yunfeng; and the independent non-executive Directors are Mr. Wong Tak Chuen, Mr. Lai Hok Lim and Mr. Lien Wai Hung.*