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CHINA HEALTHWISE HOLDINGS LIMITED **中國智能健康控股有限公司**

(Formerly known as “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)

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 Friday, 8 September 2017 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Group and the reports of the directors (the “**Directors**”) and the auditors of the Company for the year ended 31 March 2017;
2. (a) To re-elect Mr. Lei Hong Wai as Executive Director;
(d) To re-elect Mr. Diao Yunfeng as Non-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. BDO Limited as auditors of the Company and to authorise the Directors to fix their remuneration;
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 or otherwise deal with additional ordinary shares of the Company and to make or grant offers, agreements and options, including warrants to subscribe for ordinary shares of the Company, which might require the exercise of such powers 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 which might require the exercise of such powers after the end of the Relevant Period;
- (3) the aggregate number of ordinary shares 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; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Company’s articles of association to be held; or
- (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 purpose 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; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the Company’s articles of association to be held; or
 - (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. As special business, 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.”

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

Hong Kong, 31 July 2017

Notes:

1. All resolutions at the meeting will be taken by poll pursuant to the Company's articles of association and the Rules Governing the Listing of Securities on the Stock Exchange (the "**Listing Rules**") and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. The register of members of the Company will be closed from 5 September 2017 to 8 September 2017 (both dates inclusive), during which period no transfer of shares of the Company will be effected.
3. In order to qualify for the attendance and voting at the annual general meeting, all transfers 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on 4 September 2017.
4. Any member 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 member of the Company.
5. To be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be delivered to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting (i.e. not later than 11:00 a.m. on Wednesday, 6 September 2017) or any adjournment thereof. Completion and delivery of the form of proxy will 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 members 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 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 typhoon signal number 8 or above is in effect at or after 8:00 a.m. and before the scheduled meeting time, the above meeting will not be held on 8 September 2017. 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. The existing board of Directors of the Company comprises five Executive Directors, namely, Mr. Lei Hong Wai, Mr. Leung Alex, Mr. Tse Chi Keung, Mr. Lee Chan Wah and Ms. Lo Ming Wan, one Non-executive Director, namely, Mr. Diao Yunfeng and three Independent Non-executive Directors, namely, Mr. Wong Tak Chuen, Mr. Lai Hok Lim and Mr. Lien Wai Hung.
10. The translation of this notice into Chinese language is for reference only. In case of any inconsistency, the English version shall prevail.