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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

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

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**Haier** 海尔

**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)**

**(i) PROPOSED CHANGE OF COMPANY NAME;**

**(ii) RE-ELECTION OF RETIRING DIRECTORS;**

**AND**

**(iii) NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening an extraordinary general meeting of the Company to be held at Units 11-14, 1/F, Houston Centre, 63 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 15 December 2016 at 11:00 a.m. is set out on pages 14 to 15 of this circular and a form of proxy for use at the extraordinary general meeting is enclosed herewith.

Whether or not you are able to attend the extraordinary 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 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the extraordinary 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 extraordinary general meeting or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

22 November 2016

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings, unless the context otherwise requires:*

“Articles of Association”	the articles of association of the Company currently in force
“Board”	the board of Directors
“Change of Company Name”	the proposed change of 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”
“Company”	Haier Healthwise Holdings Limited 海爾智能健康控股有限公司, a company incorporated in the Cayman Islands with limited liability, the Shares are listed on the Main Board of the Stock Exchange (stock code: 348)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Units 11-14, 1/F, Houston Centre, 63 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 15 December 2016 at 11:00 a.m., to consider and, if thought fit, to approve and pass the resolutions contained in the EGM Notice, or any adjournment thereof
“EGM Notice”	the notice of EGM set out on pages 14 to 15 of this circular
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	17 November 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	the ordinary share(s) of nominal value of HK\$0.10 each in the issued share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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**Haier** 海尔

**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)**

*Executive Directors:*

Mr. Lei Hong Wai (*Chairman*)

Mr. Hu Yebi (*Vice Chairman*)

Mr. Cheung Kwok Wai Elton

Mr. Leung Lun, *M.H.*

Ms. Fang Fang

*Registered office:*

P.O. Box 309

Ugland House

Grand Cayman

KY1-1104

Cayman Islands

*Non-executive Director:*

Mr. Diao Yunfeng

*Head office and principal place  
of business in Hong Kong:*

Lung Cheong Building

1 Lok Yip Road

Fanling

New Territories

Hong Kong

*Independent Non-executive Directors:*

Mr. Wong Tak Chuen

Mr. Lai Hok Lim

Mr. Lien Wai Hung

22 November 2016

*To the Shareholders*

Dear Sir/Madam,

**(i) PROPOSED CHANGE OF COMPANY NAME;  
(ii) RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(iii) NOTICE OF EXTRAORDINARY GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with requisite information regarding the resolutions to be proposed at the EGM to be held at Units 11-14, 1/F, Houston Centre, 63 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 15 December 2016 at 11:00 a.m. including (i) the Change of Company Name; and (ii) the re-election of the retiring Directors; and to give you the EGM Notice.

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## LETTER FROM THE BOARD

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### 2. 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”.

#### 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 to approve the Change of Company Name at 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 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 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 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.

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## LETTER FROM THE BOARD

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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, the English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange will also be changed after the Change of Company Name becoming effective.

### 3. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 99 of the Articles of Association, the following Directors who were appointed by the Board to fill casual vacancies of the then existing Board with effect from the appointment dates as stated below will hold office until the EGM:-

Name	Position	Appointment date
Mr. Lei Hong Wai	Executive Director	11 October 2016
Mr. Hu Yebi	Executive Director	5 October 2016
Mr. Cheung Kwok Wai Elton	Executive Director	11 October 2016
Mr. Wong Tak Chuen	Independent Non-executive Director	11 October 2016
Mr. Lai Hok Lim	Independent Non-executive Director	27 October 2016
Mr. Lien Wai Hung	Independent Non-executive Director	27 October 2016

All of the above retiring Directors, being eligible, will offer themselves for re-election at the EGM. Details of the retiring Directors offering themselves for re-election are set out in Appendix to this circular.

### 4. EXTRAORDINARY GENERAL MEETING, PROXY ARRANGEMENT AND CLOSURE OF REGISTER OF MEMBERS

The EGM Notice, which contains, among others, the resolutions to approve the Change of Company Name and re-election of retiring Directors, is set out on pages 14 to 15 of this circular.

A form of proxy for use at the EGM (or 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](http://www.hkexnews.hk) and the website of the Company at [www.haier-healthwise.com.hk](http://www.haier-healthwise.com.hk). Whether or not you are able to attend and vote at the EGM, 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 Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours

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## LETTER FROM THE BOARD

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before the time appointed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

The register of members of the Company will be closed for the purpose of determining the identity of members who are entitled to attend and vote at the EGM, from Monday, 12 December 2016 to Thursday, 15 December 2016, both dates inclusive, during which period no transfer of shares of the Company will be effected.

### **5. VOTING AT THE EXTRAORDINARY 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 EGM in the prescribed manner. Accordingly, the chairman of the EGM will demand a poll on each and every resolution put to the vote at the EGM.

As at the Latest Practicable Date, no Shareholder is required to abstain from voting on any resolution set out in the EGM Notice.

After the conclusion of the EGM, the poll results will be published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the website of the Company at [www.haier-healthwise.com.hk](http://www.haier-healthwise.com.hk).

### **6. 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.

### **7. RECOMMENDATION**

The Directors consider that the Change of Company Name and re-election of retiring Directors mentioned above are 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 EGM.



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## LETTER FROM THE BOARD

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### 8. GENERAL INFORMATION

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

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

The following are details of the Directors who will retire and, being eligible, offer themselves for re-election at the EGM.

#### **Executive Directors**

##### **(1) Mr. Lei Hong Wai**

Mr. Lei Hong Wai (“**Mr. Lei**”), aged 48, 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 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 People’s Republic of China (the “**PRC**”). 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. Mr. Lei is also currently 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 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 and formerly known as 21 Holdings Limited.

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 and re-election at each annual general meeting of the Company under the Articles of Association. 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 Latest Practicable Date, 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) of the Company; and (iii) does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no other information of Mr. Lei which is disclosable pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters concerning Mr. Lei that need to be brought to the attention of the Shareholders.

**(2) Mr. Hu Yebi**

Mr. Hu Yebi (“**Mr. Hu**”), aged 53, has been appointed as an executive Director and the vice chairman of the Board with effect from 5 October 2016. Mr. Hu is the founder and chairman of the board of directors of Vision Finance Group Limited. Mr. Hu received his Master of Business Administration from Netherlands International Institute for Management in the Netherlands and Postgraduate Diploma in Management Engineering from Beijing Institute of Technology in Beijing, the PRC. Mr. Hu has more than 25 years of experience in securities and financial services, merger and acquisition and corporate finance. Mr. Hu is also an executive director of Hua Lien International (Holding) Company Limited (stock code: 969), Tai United Holdings Limited (stock code: 718), Beijing Sports and Entertainment Industry Group Limited (stock code: 1803) and Beijing Properties (Holdings) Limited (stock code: 925), the shares of which are listed on the Stock Exchange.

Mr. Hu does not enter into a service agreement with the Company but he is subject to the general requirement of retirement by rotation and re-election at each annual general meeting of the Company in accordance with the Articles of Association. Mr. Hu is entitled to receive a Director’s fee of HK\$60,000 per annum, which was 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.

As at the Latest Practicable Date, Mr. Hu is a substantial Shareholder and he is interested in 934,844,000 Shares, representing approximately 15.80% of the issued share capital of the Company, within the meaning of Part XV of the SFO. Ms. Fang Fang, an executive Director, is a responsible officer of Vision Finance Asset Management Limited, a subsidiary of Vision Finance Group Limited.

Save as disclosed above and as at the Latest Practicable Date, Mr. Hu (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) of the Company; and (iii) does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no other information of Mr. Hu which is disclosable pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters concerning Mr. Hu that need to be brought to the attention of the Shareholders.

**(3) Mr. Cheung Kwok Wai Elton**

Mr. Cheung Kwok Wai Elton (“**Mr. Cheung**”), aged 50, has been appointed as an executive Director with effect from 11 October 2016. Mr. Cheung has over 26 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 currently an executive director of Eternity and Man Sang.

Mr. Cheung has entered into a service contract with the Company as an executive Director for an initial term of three years commencing from 11 October 2016 and the service contract continues thereafter unless and until terminated by either the Company or Mr. Cheung giving to the Company not less than two months’ written notice or payment in lieu of notice to determine the same. 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 Articles of Association. Pursuant to the service contract, Mr. Cheung 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 Latest Practicable Date, Mr. Cheung (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) of the Company; and (iii) does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no other information of Mr. Cheung which is disclosable pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters concerning Mr. Cheung that need to be brought to the attention of the Shareholders.

**Independent Non-executive Directors****(4) Mr. Wong Tak Chuen**

Mr. Wong Tak Chuen (“**Mr. Wong**”), aged 51, has been appointed as an independent non-executive Director, a member and the chairman of the audit committee, and a member of the nomination committee and the remuneration committee of the Company with effect from 11 October 2016. Mr. Wong has over 26 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 the chief financial officer and the company secretary of a company listed on the Main Board of the Stock Exchange. He is a fellow member of both the Hong Kong Institute of Certified Public Accountants and the Association of Chartered Certified Accountants in the United Kingdom, as well as a member of the Institute of Chartered Accountants in England and Wales. Mr. Wong is currently an independent non-executive director of Eternity, Huanxi Media and Man Sang.

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. 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 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) of the Company; and (iii) does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no other information of Mr. Wong which is disclosable pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters concerning Mr. Wong that need to be brought to the attention of the Shareholders.

**(5) Mr. Lai Hok Lim**

Mr. Lai Hok Lim (“**Mr. Lai**”), aged 57, has been appointed as an independent non-executive Director, a member of the audit committee and the nomination committee, and a member and the chairman of the remuneration committee of the Company with effect from 27 October 2016. Mr. Lai 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 any public companies the securities of which are listed on any securities market in Hong Kong or overseas.

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 and re-election at each annual general meeting of the Company under the Articles of Association. 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 Latest Practicable Date, 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) of the Company; and (iii) does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no other information of Mr. Lai which is disclosable pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters concerning Mr. Lai that need to be brought to the attention of the Shareholders.

**(6) Mr. Lien Wai Hung**

Mr. Lien Wai Hung (“**Mr. Lien**”), aged 53, 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. Mr. Lien 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.

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 and re-election at each annual general meeting of the Company under the Articles of Association. 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 Latest Practicable Date, 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) of the Company; and (iii) does not have any interests in the Shares within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no other information of Mr. Lien which is disclosable pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters concerning Mr. Lien that need to be brought to the attention of the Shareholders.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “EGM”) of Haier Healthwise Holdings Limited (the “**Company**”) will be held at Units 11-14, 1/F, Houston Centre, 63 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Thursday, 15 December 2016 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following resolutions:

#### **SPECIAL RESOLUTION**

1. **“THAT**

- (a) subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained, the present English name of the Company be and is hereby changed from “Haier Healthwise Holdings Limited” to “China Healthwise Holdings Limited” with the present Chinese name of the Company changing 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”; and
- (b) any one of the directors of the Company be and is hereby authorised to do all such acts and things and execute all such documents as he or she may consider necessary, desirable or expedient to effect and implement the aforesaid change of name of the Company and to attend to any necessary registration and/or filing for and on behalf of the Company.”

#### **ORDINARY RESOLUTIONS**

- 2. (a) To re-elect Mr. Lei Hong Wai as executive director;
- (b) To re-elect Mr. Hu Yebi as executive director;
- (c) To re-elect Mr. Cheung Kwok Wai Elton as executive director;
- (d) To re-elect Mr. Wong Tak Chuen as independent non-executive director;
- (e) To re-elect Mr. Lai Hok Lim as independent non-executive director;



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- (f) To re-elect Mr. Lien Wai Hung as independent non-executive director; and
- (g) To authorise the board of directors to fix the remuneration of the respective directors.

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

Hong Kong, 22 November 2016

*Notes:*

1. All resolutions at the EGM 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 of Hong Kong Limited (the "**Listing Rules**") and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. The register of members of the Company will be closed from Monday, 12 December 2016 to Thursday, 15 December 2016 (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 EGM, 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 Friday, 9 December 2016.
4. Any member of the Company entitled to attend and vote at the EGM 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 EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such events, the instrument appointing a proxy shall be deemed to have been revoked.
6. The existing board of directors of the Company comprises five executive directors, namely, Mr. Lei Hong Wai, Mr. Hu Yebi, Mr. Cheung Kwok Wai Elton, Mr. Leung Lun, *M.H.* and Ms. Fang Fang, one non-executive director, Mr. Diao Yunfeng, and three independent non-executive directors, namely, Mr. Wong Tak Chuen, Mr. Lai Hok Lim and Mr. Lien Wai Hung.
7. The translation of this notice into Chinese language is for reference only. In case of any inconsistency, the English version shall prevail.