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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 China 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.

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**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)**

**PROPOSALS FOR  
RE-ELECTION OF RETIRING DIRECTORS AND  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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Resolutions will be proposed at the annual general meeting of the Company 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 Friday, 8 September 2017 at 11:00 a.m. (the “**Annual General Meeting**”) to approve the matters referred to in this circular.

The notice convening the Annual General Meeting together with the form of proxy for use at the Annual General Meeting are enclosed with this circular. Whether or not you are able to attend the Annual 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 Annual General 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 Annual General Meeting or any adjournment thereof if you so wish.

31 July 2017

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## CONTENTS

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	<i>Page</i>
<b>Letter from the Board</b>	
1. Introduction .....	1
2. Proposed re-election of Retiring Directors .....	2
3. Proposed granting of general mandate to issue shares .....	5
4. Proposed granting of general mandate to repurchase shares .....	6
5. Annual General Meeting and proxy arrangement .....	6
6. Voting at the Annual General Meeting .....	7
7. Responsibility statement .....	7
8. Recommendation .....	7
9. General information .....	7
<b>Appendix – Explanatory Statement on the Repurchase Mandate .....</b>	<b>8</b>
<b>Notice of Annual General Meeting .....</b>	<b>12</b>

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LETTER FROM THE BOARD

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**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)**

*Executive Directors:*

Lei Hong Wai (*Chairman*)  
Leung Alex (*Vice Chairman*)  
Tse Chi Keung  
Lee Chan Wah  
Lo Ming Wan

*Registered office:*

P.O. Box 309  
Ugland House  
Grand Cayman  
KY1-1104  
Cayman Islands

*Non-executive Director:*

Diao Yunfeng

*Principal place of business  
in Hong Kong:*

Unit 3811, Shun Tak Centre  
West Tower  
168-200 Connaught Road Central  
Hong Kong

*Independent Non-executive Directors:*

Wong Tak Chuen  
Lai Hok Lim  
Lien Wai Hung

31 July 2017

*To the shareholders of the Company (the “Shareholders”)*

Dear Sir/Madam,

**PROPOSALS FOR  
RE-ELECTION OF RETIRING DIRECTORS AND  
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide you with information regarding the following matters to be proposed at the Annual General Meeting: (i) the re-election of the retiring directors of the Company; and (ii) the granting to the Directors of the general mandates to issue and repurchase shares of the Company (collectively the “Proposals”). Your approval for the Proposals will be sought at the Annual General Meeting of the Company 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 Friday, 8 September 2017 at 11:00 a.m..

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## LETTER FROM THE BOARD

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### 2. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at 26 July 2017 (being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular (the “**Latest Practicable Date**”)), the Executive Directors are Mr. Lei Hong Wai, Mr. Leung Alex, Mr. Tse Chi Keung, Mr. Lee Chan Wah and Ms. Lo Ming Wan; 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.

In accordance with Article 116 of the Company’s articles of association (the “**Articles of Association**”), the directors retiring by rotation at the Annual General Meeting are Mr. Lei Hong Wai, Mr. Diao Yunfeng and Mr. Wong Tak Chuen. Mr. Lei Hong Wai, Mr. Diao Yunfeng and Mr. Wong Tak Chuen will retire and, being eligible, offer themselves for re-election as directors at the Annual General Meeting (the “**Retiring Directors**”).

The particulars of the three Retiring Directors, which are required to be disclosed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), are set out below:

#### **Executive Director**

- (1) **Mr. Lei Hong Wai (“Mr. Lei”)**, aged 49, 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.

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## LETTER FROM THE BOARD

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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 or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (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.

### **Non-executive Director**

- (2) **Mr. Diao Yunfeng ("Mr. Diao")**, 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 non-executive director of the Board on 27 October 2016. Mr. Diao obtained his EMBA degree from the China Europe International Business School in 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 Haier Group in 1995 and is currently the vice president of Haier Group, responsible for the development and management of various emerging segments of Haier Group, including the global home electric appliances, childcare related products and intelligent healthcare products, etc.

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## LETTER FROM THE BOARD

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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 Haier achieved one milestone after another. Mr. Diao has been responsible for the development and planning of the home electric appliances business for Haier since 2011, during which he has established an innovative platform for Haier childcare related products and intelligent healthcare products. 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 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 and re-election at each annual general meeting of the Company under the Articles of Association. 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 Latest Practicable Date, 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 Listing Rules) of the Company; and (iii) does not have any interests in the shares or underlying shares of the Company within the meaning of Part XV of the SFO.

Save for the information disclosed above, there is no other information of Mr. Diao 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. Diao that need to be brought to the attention of the Shareholders.

### **Independent Non-executive Director**

- (3) **Mr. Wong Tak Chuen (“Mr. Wong”)**, aged 52, 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 finance and compliance executive of a company listed on the Main Board of the Stock Exchange. He is a fellow member of both the Hong Kong Institute of

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## LETTER FROM THE BOARD

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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 or underlying shares of the Company 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.

### 3. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

Approval is being sought from the Shareholders to grant a general mandate to the Directors to exercise the powers of the Company to allot, issue or otherwise deal with new ordinary shares up to a maximum of 1,420,261,672 ordinary shares, being 20% of the total number of issued ordinary shares of the Company as at the date of passing of the ordinary resolution at the Annual General Meeting granting the said issue mandate, on the basis that no further shares are issued or repurchased prior to the Annual General Meeting. In the event that it becomes desirable for the Company to issue any new ordinary shares, on that basis the Directors are given flexibility and discretion to allot, issue or otherwise deal with new ordinary shares up to a maximum of 1,420,261,672 ordinary shares, being 20% of the total number of issued ordinary shares of the Company as at the date of passing of the ordinary resolution (the "**Issue Mandate**") and, if separately approved by the Shareholders, by adding to such mandate the aggregate number of the issued ordinary shares repurchased by the Company pursuant to the Repurchase Mandate (as defined hereinafter) (the "**Extension Mandate**"). Such authority will only continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the end of the period within which the Company is required by the laws of the Cayman Islands or

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## LETTER FROM THE BOARD

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the Articles of Association to hold its next annual general meeting; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

#### 4. PROPOSED GRANTING OF GENERAL MANDATE TO REPURCHASE SHARES

At the Annual General Meeting, an ordinary resolution will be proposed to approve the granting of a general mandate to the Directors to exercise the powers of the Company to repurchase ordinary shares representing up to a maximum of 710,130,836 ordinary shares, being 10% of the total number of issued ordinary shares of the Company as at the date of the passing of the ordinary resolution (the “**Repurchase Mandate**”), on the basis that no further shares are issued or repurchased prior to the Annual General Meeting. Such authority will only continue in force until the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the end of the period within which the Company is required by the laws of the Cayman Islands or the Articles of Association to hold its next annual general meeting; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting.

An explanatory statement containing the particulars as required by the Listing Rules to provide the requisite information for your consideration of the Repurchase Mandate is set out in the Appendix hereto.

#### 5. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

Notice of the Annual General Meeting is set out on pages 12 to 16 of this circular. At the Annual General Meeting, resolutions, where applicable, will be proposed to approve, *inter alia*, the re-election of Retiring Directors, the granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate.

A form of proxy for use at the Annual General Meeting (and 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.healthwisehk.com](http://www.healthwisehk.com). Whether or not you are able to attend the meeting, 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 before the time appointed for holding the Annual 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 Annual General Meeting or any adjournment thereof if you so wish.



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## LETTER FROM THE BOARD

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### 6. VOTING AT THE ANNUAL 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 Annual General Meeting in the prescribed manner. Accordingly, the chairman of the Annual General Meeting will demand a poll on each and every resolution put to the vote at the Annual General Meeting.

As at the Latest Practicable Date, no Shareholder is required to abstain from voting on any resolution set out in the notice of Annual General Meeting.

After the conclusion of the Annual General Meeting, 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.healthwisehk.com](http://www.healthwisehk.com).

### 7. 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.

### 8. RECOMMENDATION

The Directors consider that the proposed re-election of Retiring Directors and the proposed granting of the Issue Mandate, the Repurchase Mandate and the Extension Mandate mentioned above are all 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 Annual General Meeting.

### 9. 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  
**China Healthwise Holdings Limited**  
**Lei Hong Wai**  
*Chairman and Executive Director*

*This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 7,101,308,360 ordinary shares of HK\$0.10 each.

Subject to the passing of resolution no. 5 set out in the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that no further ordinary shares are issued or repurchased prior to the Annual General Meeting, the Directors would be allowed under the Repurchase Mandate to repurchase up to a maximum of 710,130,836 ordinary shares of the Company.

## **2. REASONS FOR REPURCHASES**

Although the Directors have no present intention of repurchasing any existing ordinary shares of the Company, the Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per share and/or earnings per share of the Company and will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

## **3. FUNDING OF REPURCHASES**

Repurchases would be funded entirely from the Company's available cash flow or working capital which will be funds legally available for such purpose as well as in accordance with its Articles of Association and the laws of the Cayman Islands. It is envisaged that the funds required for any repurchase would be derived from those funds of the Company, legally permitted to be utilised in that connection, including capital paid up on the ordinary shares of the Company to be repurchased, profits otherwise available for distribution and sums standing to the share premium account of the Company.

**4. IMPACT OF REPURCHASE**

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited consolidated financial statements contained in the annual report of the Company for the year ended 31 March 2017) in the event that the proposed share repurchases were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the power to make repurchases pursuant to the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

**5. SHARE PRICES**

The highest and lowest prices per share at which the ordinary shares of the Company had been traded on the Stock Exchange during each of the previous twelve months immediately before, and in the current month up to the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2016</b>		
July	0.2650	0.2250
August	0.2470	0.2260
September	0.3150	0.2360
October	0.2850	0.2500
November	0.2600	0.2250
December	0.2400	0.2000
<b>2017</b>		
January	0.2290	0.1900
February	0.2550	0.2040
March	0.2280	0.1850
April	0.1980	0.1450
May	0.2150	0.1480
June	0.1700	0.1270
July (up to the Latest Practicable Date)	0.1380	0.1050

**6. UNDERTAKING**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

**7. DISCLOSURE OF INTERESTS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules), have any present intention to sell any shares of the Company to the Company under the Repurchase Mandate in the event that the granting of such mandate is approved by the Shareholders at the Annual General Meeting.

No core connected persons (as defined in the Listing Rules) of the Company have notified the Company that they have a present intention to sell any shares of the Company to the Company, nor have undertaken not to do so, in the event that the granting of Repurchase Mandate is approved by the Shareholders and exercised.

**8. HONG KONG CODE ON TAKEOVERS AND MERGERS**

If on the exercise of the power to repurchase shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of The Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission in Hong Kong (the "**Takeovers Code**"). As a result, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best knowledge of the Company, as at the Latest Practicable Date, 800,000,000 ordinary shares representing approximately 11.27% of the issued ordinary shares of the Company were owned by Eternity Finance Group Limited, 775,332,240 ordinary shares representing approximately 10.92% of the issued ordinary shares of the Company were owned by Lung Cheong Investment Limited and 363,636,363 ordinary shares representing approximately 5.12% of the issued ordinary shares of the Company were owned by Mr. So Chi Ming, which are the substantial Shareholders holding more than 5% of the issued ordinary shares of the Company. Eternity Finance Group Limited is a wholly owned subsidiary of Riche (BVI) Limited, which in turn is wholly-owned by Eternity Investment Limited. Lung Cheong Investment Limited is wholly owned by Rare Diamond Limited, which in turn is beneficially owned as to 70% by Mr. Leung Lun, M.H. a former Executive Director of the Company, and 30% by Mr. Leung Chung Ming, who is the brother of Mr. Leung Lun. In the event that the Directors exercise in full the power to repurchase shares which is proposed to be granted pursuant to the Repurchase Mandate, the shareholding of Eternity Finance Group Limited, Lung Cheong Investment Limited and Mr. So Chi Ming in the Company would be increased to approximately 12.52%, 12.13% and 5.69% of the issued ordinary shares of the Company respectively (if Eternity Finance Group Limited, Lung Cheong Investment Limited and Mr. So Chi Ming do not participate in such repurchase). The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

Save as disclosed above, Mr. Leung Lun, M.H. and Mr. Leung Chung Ming had no other interest in the shares of the Company.

The Directors wish to state that they have no intention to exercise the power to repurchase shares pursuant to the Repurchase Mandate to the extent that would, in the circumstances, give rise to an obligation to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or render the aggregate number of the issued ordinary shares of the Company in public hands to less than 25% as required by the Listing Rules.

#### **9. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any of its ordinary shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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# 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)**

**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;

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## NOTICE OF ANNUAL GENERAL MEETING

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(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.

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## NOTICE OF ANNUAL GENERAL MEETING

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“**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



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## NOTICE OF ANNUAL GENERAL MEETING

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- (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

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## NOTICE OF ANNUAL GENERAL MEETING

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*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.