

# CHINA HEALTHWISE HOLDINGS LIMITED

## 中國智能健康控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 348)

### FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON THURSDAY, 15 NOVEMBER 2018 AT 11:00 A.M. (OR ANY ADJOURNMENT THEREOF)

I/We <sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_ shares of HK\$0.10 each  
in the capital of CHINA HEALTHWISE HOLDINGS LIMITED (the "Company") HEREBY APPOINT <sup>3</sup> \_\_\_\_\_

of \_\_\_\_\_  
or the Chairman of the Meeting to act as my/our proxy to attend and act for me/us on my/our behalf at the extraordinary general meeting of the Company (the "Meeting") to be held at MJC Members' Clubhouse, 1/F., China Merchants Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on Thursday, 15 November 2018 at 11:00 a.m. (or at any adjournment thereof) convened for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the Meeting and at such meeting (or at any adjournment thereof), to vote for me/us as hereunder indicated <sup>4</sup>, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTION		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1	<p>(i) the conditional rights attached to the bond issue by the Company in an aggregate principle amount of HK\$120 million at an initial conversion price of HK\$0.1 per share (subject to adjustments) (the "Convertible Rights") pursuant to the subscription agreement dated 8 October 2018 (the "Subscription Agreement") between the Company and Heng Tai Finance Limited (a copy of which having been produced to the meeting marked "A" and initialed by the chairman of the meeting for identification purposes) be and are hereby approved;</p> <p>(ii) conditional upon the listing committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in, the Conversion Shares (as defined below) to be issued and allotted upon the conversion of the Convertible Shares, the directors of the Company (the "Directors") be and are hereby granted a specific mandate to issue and allot up to 1,200,000,000 ordinary shares of HK\$0.1 each of the Company to be issued upon exercise of the Conversion Rights at an initial conversion price of HK\$0.1 per share (subject to adjustments) (the "Conversion Shares"); and</p> <p>(iii) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and sign and execute all such documents and to take such steps as he/they may consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Subscription Agreement and the transaction contemplated thereby, including but not limited to the Convertible Rights and the issue and allotment of the Conversion Shares.</p>		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2018

Signature <sup>5</sup>: \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
- Please insert the number of shares of the Company to which the proxy relates registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman of the Meeting is preferred, please strike out the words "or the Chairman of the Meeting" and insert the name and address of the proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, PLEASE TICK ("✓") IN THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, PLEASE TICK ("✓") IN THE RELEVANT BOX MARKED "AGAINST".** Failure to tick in the box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, the same must be either under its common seal or under the hand of any officer or attorney duly authorised in writing.
- In the case of joint registered holders of any share, any one of such persons may vote at the Meeting either personally or by proxy in respect of such share but if more than one of such joint holders is present at the Meeting personally or by proxy the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose seniority will be determined by the order in which the names stand in the register of members in respect of the joint holding.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be 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, as soon as possible and in any event, not less than 48 hours before the time appointed for the holding of the Meeting.
- A proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof if you so wish.
- \* The full text of the resolution is set out in the notice convening the Meeting

#### PERSONAL INFORMATION COLLECTION STATEMENT

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the Meeting of the Company (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfil the Purposes. Request for access to and/or correction of the relevant personal data can be made in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Tricor Abacus Limited at the above address.