

# 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 2019 ANNUAL GENERAL MEETING TO BE HELD ON TUESDAY, 3 SEPTEMBER 2019 AT 11:00 A.M. (OR AT ANY ADJOURNMENT THEREOF)

I/We <sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>2</sup> \_\_\_\_\_  
shares ("shares") of HK\$0.10 each in the issued share 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, act for me/us and on my/our behalf at the 2019 annual 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 Tuesday, 3 September 2019 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.

Please tick ("✓") the appropriate boxes to indicate how you wish your vote(s) to be cast on a poll <sup>4</sup>.

| ORDINARY RESOLUTIONS |   | FOR <sup>4</sup> | AGAINST <sup>4</sup> |
|----------------------|---|------------------|----------------------|
| 1.                   | To receive the audited consolidated financial statements of the Company and its subsidiaries (the "Group") and the reports of the directors (the "Directors") and auditors of the Company for the year ended 31 March 2019.                     |                  |                      |
| 2(a).                | To re-elect Ms. Lo Wing Wan as Executive Director;  |                  |                      |
| 2(b).                | To re-elect Mr. Tse Chi Keung as Executive Director;  |                  |                      |
| 2(c).                | To re-elect Mr. Yuan Huixia as Executive Director; and  |                  |                      |
| 2(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 grant a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.*                 |                  |                      |
| 5.                   | To grant a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.*  |                  |                      |
| 6.                   | To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the shares repurchased by the Company pursuant to the mandate by resolution 5.* |                  |                      |

Date: \_\_\_\_\_

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

**Notes:**

- Full name(s) and address(es) to 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 "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. Any shareholder of the Company entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company. Every shareholder present in person or by proxy shall be entitled to one vote for each share held by him. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK ("✓") THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK ("✓") THE 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. In 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 case of joint holders, 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.
- In order 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 certified copy thereof, must be delivered to the Company's branch share registrar in Hong Kong, Tricor Abacus Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for the Meeting.
- 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 and in such event, the form of proxy shall be deemed to be revoked.
- References to time and dates in this form of proxy are to Hong Kong time and dates.

\* 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 for use in connection with the Purposes 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 address above.