

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)

Form of proxy for use at the EGM to be held at Level 20, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Friday, 26 May 2017 at 3:00 p.m. (or at any adjournment thereof)

I/We ¹ _____
of _____
being the registered holder(s) of ² _____
shares (“Shares”) of HK\$0.10 each in the capital of **CHINA HEALTHWISE HOLDINGS LIMITED** (“the Company”) **HEREBY APPOINT** ³ _____
of _____

or the chairman of the EGM 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 “EGM”) to be held at Level 20, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Friday, 26 May 2017 at 3:00 p.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 4, or if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To approve, ratify and confirm the New Master Purchase Agreement, the relevant Annual Caps and the transactions contemplated thereunder		
2.	(a) To re-elect Mr. Tse Chi Keung as executive Director		
	(b) To re-elect Mr. Leung Alex as executive Director		
	(c) To re-elect Mr. Lee Chan Wah as executive Director		
	(d) To re-elect Ms. Lo Ming Wan as executive Director		
	(e) To authorise the Directors to fix the remuneration of the respective Directors		

Date: _____

Signature ⁵: _____

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 EGM is preferred, strike out the words “or the chairman of the EGM” and insert the name and address of the proxy in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY OF THE RESOLUTIONS, TICK IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST ANY OF THE RESOLUTIONS, 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 EGM 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, 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 EGM either personally or by proxy in respect of such share but if more than one of such joint holders is present at the EGM 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 lodged with the Company’s branch share registrar in Hong Kong, Tricor Abacus Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Wanchai, 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 EGM in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM and any adjournment thereof if you so wish.