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## **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)**

### **LETTER OF INTENT** **IN RELATION TO THE POSSIBLE ACQUISITION**

This announcement is made pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions under Part XIVA of the SFO.

The board of directors of the Company would like to inform the shareholders of the Company that, on 10 May 2017, the Company entered into a non-binding LOI with the Potential Vendor, under which the Company is granted an exclusive negotiation right for a period of three months from the date of this announcement in relation to the possible acquisition by the Company from the Potential Vendor of the entire shareholding interest in Smart Title Limited, which in turn indirectly owns the Target Assets.

**The Board wishes to emphasise that no binding agreement for the Possible Acquisition has been entered into as at the date of this announcement (save as to the provisions relating to exclusivity, confidentiality and governing law), there is no assurance that any binding agreement in respect thereof will be entered into and the structure of the Possible Acquisition is subject to due diligence, negotiation and change. As such, the Possible Acquisition may or may not proceed. Shareholders and investors should exercise caution when dealing in the securities of the Company.**

This announcement is made pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined under the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571, Laws of Hong Kong) (the “**SFO**”).

## LETTER OF INTENT

The board of directors of China Healthwise Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) wishes to announce that, on 10 May 2017, the Company entered into a letter of intent (the “**LOI**”) with Riche (BVI) Limited (the “**Potential Vendor**”), a wholly-owned subsidiary of Eternity Investment Limited (“**Eternity Investment**”) in relation to the possible acquisition (the “**Possible Acquisition**”) by the Company from the Potential Vendor of the entire shareholding interest in Smart Title Limited, which in turn indirectly owns the operation rights in respect of a membership-based luxury club located at Beihuqu Village, Lai Guang Ying Town, Chaoyang District, Beijing, the People’s Republic of China (the “**PRC**”) and a piece of 580 Chinese acre land adjacent to the club (such assets referred to as the “**Target Assets**”). The LOI, save for provisions relating to confidentiality, exclusivity and certain miscellaneous provisions, is non-legally binding in nature.

Pursuant to the LOI, the Company is granted an exclusive negotiation right for a period of three months from the date of this announcement in relation to the Possible Acquisition, during which the Potential Vendor undertakes not to engage or enter into any discussion, negotiation or arrangement with, or give any undertaking in favour of, any third party in relation to the sale of the entire shareholding interest in Smart Title Limited or the rights or interests in respect of the Target Assets.

## INFORMATION OF THE TARGET ASSETS

Smart Title Limited and its subsidiaries are principally engaged in the provision of recreational and wellness services through the management of the Beijing Bayhood No. 9 Club, a membership-based luxury club located near the city centre of Beijing, the PRC, which comprises of business hotel facilities, an 18-hole golf course, driving range facilities, theme restaurants and cafes, spa facilities, retail shops, and the first PGA branded and managed golf academy in Asia. The Target Assets comprise the right to construct and operate the club facilities of the Beijing Bayhood No. 9 Club up to 31 December 2051, and the rights to develop and operate a piece of 580 Chinese acre land adjacent to the Beijing Bayhood No. 9 Club and the rights to manage and operate the properties erected thereon up to 30 January 2062. It is currently contemplated (but to be determined) that upon completion of the Possible Acquisition, the abovementioned land would be used principally for the development of residential apartment buildings which would be operated, with certain support, health and/or lifestyle related services to be provided and/or procured, by the Group.

## GENERAL

Eternity Investment is a company incorporated in Bermuda with limited liability whose shares are listed on The Stock Exchange of Hong Kong Limited (stock code: 764). As at the date of this announcement, Eternity Investment, through its controlled corporation, is interested in 800,000,000 shares of the Company, representing approximately 12.74% of the issued shares of the Company. As such, Eternity Investment is a substantial shareholder of the Company. Hence, the Potential Vendor, being a wholly-owned subsidiary of Eternity Investment, is a connected person of the Company under Chapter 14A of the Listing Rules.

The Possible Acquisition, if materialised, may constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules and a connected transaction of the Company under Chapter 14A of the Listing Rules. Further announcement(s) in relation to the Possible Acquisition will be made by the Company as and when appropriate in accordance with the Listing Rules.

**The Board wishes to emphasise that no binding agreement for the Possible Acquisition has been entered into as at the date of this announcement (save as to the provisions relating to exclusivity, confidentiality and governing law), there is no assurance that any binding agreement in respect thereof will be entered into and the structure of the Possible Acquisition is subject to due diligence, negotiation and change. As such, the Possible Acquisition may or may not proceed. Shareholders and investors should exercise caution when dealing in the securities of the Company.**

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

10 May 2017

*As at the date of this announcement, the executive Directors are Mr. Lei Hong Wai (Chairman), Mr. Leung Alex (Vice Chairman), 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.*