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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of China Healthwise Holdings Limited (the “**Company**”) will be held at Level 20, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Friday, 26 May 2017 at 3:00 p.m. for the purpose of considering and, if thought fit, passing with or without amendments, the following ordinary resolutions:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the master purchase agreement dated 3 April 2017 entered into between LC Global Holdings Corporation (“**LC Global**”), a subsidiary of the Company, and Lung Cheong (BVI) Holdings Limited (the “**New Master Purchase Agreement**”) (a copy of which has been produced to the Meeting and marked “A” and initialed by the chairman of the Meeting for the purpose of identification) in relation to, among other matters, the supply of consumer electronic products, radio control/wireless products, electronic and plastic toys for a term up to 31 March 2020 and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;
- (b) the proposed annual caps in relation to the transactions under the Master Purchase Agreement for each of the years ending 31 March 2018, 31 March 2019 and 31 March 2020 will not exceed HK\$66 million, HK\$72 million and HK\$80 million, respectively, be and are hereby approved;
- (c) the directors of the Company (the “**Director(s)**”) be and are hereby authorised to execute such other documents, do all other acts and things and take such action as they may consider necessary, desirable or expedient to implement and/or give effect to or otherwise in connection with the New Master Purchase Agreement and any or all the matters contemplated in the New Master Purchase Agreement and this resolution.”

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; and
- (e) To authorise the board of Director to fix the remuneration of the respective Directors.

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

Hong Kong, 27 April 2017

Registered office:

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

Principal place of business in Hong Kong:

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

Notes:

1. The resolution at the EGM 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 of Hong Kong Limited (the "Listing Rules") and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the Listing Rules.
2. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the meeting or poll concerned if he so wishes. In the event of a member who has lodged a form of proxy attending the meeting, his form of proxy will be deemed to have been revoked.
3. The register of members of the Company will be closed from Tuesday, 23 May 2017 to Friday, 26 May 2017 (both dates inclusive), during which period no transfer of shares of the Company will be effected.
4. In order to qualify for the attendance and voting at the EGM, 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 Monday, 22 May 2017.
5. Any member of the Company entitled to attend and vote at the EGM 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.
6. 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 EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such events, the instrument appointing a proxy shall be deemed to have been revoked.

7. The existing board of directors of the Company comprises five executive Directors, namely Mr. Lei Hong Wai (Chairman), Mr. Leung Alex (Vice Chairman), Mr. Tse Chi Keung, Mr. Lee Chan Wah and Ms. Lo Ming Wan, one non-executive director, Mr. Diao Yunfeng and three independent non-executive Directors, namely Mr. Wong Tak Chuen, Mr. Lai Hok Lim and Mr. Lien Wai Hung.
8. The translation of this notice into Chinese language is for reference only. In case of any inconsistency, the English version shall prevail.

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