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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Common Splendor International Health Industry Group Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

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**COMMON SPLENDOR INTERNATIONAL  
HEALTH INDUSTRY GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 286)**

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES  
RE-ELECTION OF DIRECTORS  
RE-APPOINTMENT OF AUDITORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice of Annual General Meeting to be held at Room 2709-10, 27th Floor, North Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 2 June 2017 at 3:00 p.m. is set out on pages 16 to 20 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed together with this circular. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return it to the Company's branch registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable but in any event not later than 48 hours before the time for holding the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting should you so wish.

28 April 2017



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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context otherwise requires:*

“AGM” or “Annual General Meeting”	the annual general meeting of the Company to be held at Room 2709-10, 27th Floor, North Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 2 June 2017 at 3:00 p.m. or any adjournment thereof (as the case may be), notice of which is set out on pages 16 to 20 of this circular
“Board”	the board of Directors
“Bye-laws”	the bye-laws of the Company
“Champion Dynasty”	Champion Dynasty Limited, an company incorporated in British Virgin Islands with limited liability, the Company’s controlling shareholder
“Company”	Common Splendor International Health Industry Group Limited, an exempted company incorporated in Bermuda with limited liability, the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general mandate to issue, allot and deal with new Shares not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereto
“Latest Practicable Date”	24 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Members”	A duly registered holder from time to time of the Shares in the capital of the Company
“Option Scheme Mandate Limit”	the maximum number of Shares which may be issued upon the exercise of all the Share Options to be granted under the Share Option Scheme and all other share option schemes of the Company which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“PRC”	the People’s Republic of China
“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise the power of the Company to repurchase issued and fully-paid up Shares in the share capital of the Company up to a maximum of 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereto
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Share Options”	share options of the Company
“Share Option Scheme”	the share option scheme of the Company adopted by the Company on 11 October 2012
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs published by the Securities and Futures Commission
“%”	per cent.

*In this circular, the terms “close associate”, “core connected person” and “controlling shareholder” have the same meanings given to such terms in the Listing Rules, unless the context otherwise requires.*

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## LETTER FROM THE BOARD

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### **COMMON SPLENDOR INTERNATIONAL HEALTH INDUSTRY GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 286)**

*Executive Directors*

Mr. Cheung Wai Kuen (*Chairman*)  
Mr. Cheng Hau Yan (*Deputy Chairman*)  
Mr. Ye Jiong Xian (*Chief Executive Officer*)

*Non-executive Directors*

Mr. Lin Jiang  
Mr. Bai Yinghai

*Independent Non-executive Directors*

Mr. Mai Yang Guang  
Mr. Yau Chi Ming  
Mr. Lam Chi Wing

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal Office in Hong Kong:*

Room 2709-10, 27th Floor  
North Tower, Concordia Plaza  
1 Science Museum Road  
Tsim Sha Tsui, Kowloon  
Hong Kong

28 April 2017

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES  
RE-ELECTION OF DIRECTORS  
RE-APPOINTMENT OF AUDITORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with the notice of the Annual General Meeting as set out on pages 16 to 20 of this circular, and information regarding resolutions to be proposed at the Annual General Meeting to enable the Shareholders to make an informed decision on whether to vote for or against those resolutions.

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## LETTER FROM THE BOARD

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The resolutions include:

- (a) approving the audited financial statements, Directors's report and auditor's report for the year ended 31 December 2016;
- (b) approving the re-election of Directors and the Board's authorisation to fix Directors' remuneration;
- (c) approving the re-appointment of auditors of the Company;
- (d) granting to the Directors the Repurchase Mandate; and
- (e) granting to the Directors a general and unconditional mandate
  - (i) to issue further Shares representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution; and
  - (ii) to issue Shares not exceeding the aggregate nominal amount of share capital of the Company repurchased pursuant to the Repurchase Mandate.

### **GENERAL MANDATE TO REPURCHASE SHARES**

At the Annual General Meeting, an ordinary resolution will be proposed for the purpose of granting the Directors the Repurchase Mandate subject to the criteria set out in this circular. The maximum number of Shares that may be repurchased pursuant to the Repurchase Mandate will be such number which represents 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution subject to the Listing Rules. The Repurchase Mandate will lapse on the earliest of, the date of the next annual general meeting, or the date by which the next annual general meeting of the Company is required to be held by laws and/or the Bye-laws, or the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution of granting the Directors the Repurchase Mandate which is set out in the Appendix I to this circular.

### **GENERAL MANDATE TO ISSUE NEW SHARES**

At the Annual General Meeting, an ordinary resolution will be proposed for the purpose of granting the Directors the Issue Mandate representing up to 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of the relevant resolution.

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## LETTER FROM THE BOARD

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Subject to the passing of the aforesaid ordinary resolutions of the Repurchase Mandate and the Issue Mandate, an ordinary resolution will also be proposed to authorise the Directors to issue new Shares in an amount not exceeding the aggregate nominal amount of the Shares repurchased pursuant to the Repurchase Mandate.

### RE-ELECTION OF DIRECTORS

Pursuant to Bye-law 87 of the Bye-laws, Mr. Lin Jiang, Mr. Mai Yang Guang and Mr. Lam Chi Wing will retire from office by rotation as Directors at the Annual General Meeting and being eligible, offer themselves for re-election.

Details of the above Directors that are required to be disclosed under Listing Rules are set out in Appendix II of this circular.

The Board is of the view that the performance of Mr. Lin Jiang, being a non-executive Director, Mr. Mai Yang Guang and Mr. Lam Chi Wing, being independent non-executive Directors, were satisfactory and they had contributed a lot to the Company and it is in the interests of the Company and the Shareholders as a whole that they continue to serve the Company as Directors.

Pursuant to Bye-law 86(2) of the Bye-laws, Mr. Bai Yinghai was appointed as a non-executive Director of the Company with effect from 19 December 2016. Mr. Bai Yinghai shall retire from office as Director at the Annual General Meeting and being eligible, has offered himself for re-election as Director at the Annual General Meeting.

Details of the above Director who offered himself for re-election as Director at the Annual General Meeting are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

### RE-APPOINTMENT OF AUDITORS

HLB Hodgson Impey Cheng Limited will retire as the auditors of the Company at the Annual General Meeting and, being eligible, offer themselves for re-appointment.

The Board proposes to re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

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## LETTER FROM THE BOARD

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### ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 16 to 20 of this circular. At the Annual General Meeting, in addition to the ordinary business of the meeting, resolutions will be proposed to approve the Repurchase Mandate, the Issue Mandate as well as the extension of the Issue Mandate to the Shares repurchased pursuant to the Repurchase Mandate.

A form of proxy for the Annual General Meeting is enclosed together with this circular. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy and return it to the Company's branch registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, in accordance with the instructions printed thereon as soon as practicable but in any event not later than 48 hours before the time for holding the Annual General Meeting. Completion and return of a form of proxy will not preclude you from attending and voting at the Annual General Meeting in person should you so wish.

### RIGHT TO DEMAND A POLL

Pursuant to Bye-law 66 of the Bye-laws, a resolution put to the vote at any general meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by:-

- (a) the chairman of the meeting; or
- (b) at least three Members present in person or by proxy for the time being entitled to vote at the meeting; or
- (c) a Member or Members present in person or by proxy and representing not less than one-tenth of the total voting rights of all Members having the right to vote at the meeting; or
- (d) a Member or Members present in person or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right; or
- (e) if required by the Listing Rules, any Director or Directors who, individually or collectively, hold proxies in respect of Shares representing 5% or more of the total voting rights at the meeting.

Pursuant to Rule 13.39(4) of the Listing Rules, the vote of Shareholders at a general meeting must be taken by poll. Therefore, the chairman of the Annual General Meeting will demand all resolutions proposed thereat be taken by poll.



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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors are of the view that proposals regarding the granting of the Repurchase Mandate, the Issue Mandate, the extension of the Issue Mandate to the Shares repurchased pursuant to the Repurchase Mandate, the election and re-election of Directors and the re-appointment of auditors of the Company are in the best interests of the Company and recommend you to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
By order of the Board  
**Common Splendor International  
Health Industry Group Limited**  
**Lam King Ho**  
*Company Secretary*

*This Appendix I serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to all Shareholders for their consideration of the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued and fully-paid share capital of the Company was 2,596,255,008 Shares of HK\$0.01 each.

Subject to the passing of the ordinary resolution for granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 259,625,500 Shares, being up to a maximum of 10% of the entire issued share capital of the Company.

## **2. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors may think it appropriate to repurchase Shares, they believe that an ability to do so will give the Company additional flexibility that will be beneficial to the Company and Shareholders as a whole as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The shareholders can be assured that the Directors will only make such repurchases in circumstances where they consider them to be in the best interests of the Company.

## **3. FUNDING OF REPURCHASES**

In making repurchases, the Company may only apply funds legally available for such purposes in accordance with the Bye-laws and the laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant Shares, or the funds of the Company that will otherwise be available for dividend or distribution or the proceeds of a fresh issue of Shares made for the purpose. The premium payable on repurchase may only be paid out of either the funds of the Company that will otherwise be available for dividend or distribution or out of the Share premium before the Shares are repurchased. In accordance with the laws of Bermuda, the Shares so repurchased will be treated as cancelled but the aggregate amount of authorised share capital will not be reduced.

On the basis of the consolidated financial position of the Company as at 31 December 2016 (being the date to which the latest published audited consolidated financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider that there may be a material adverse impact on the working capital position and the gearing position of

the Company in the event that repurchases of all the Shares subject to the Repurchase Mandate are to be carried out in full at any time during the Repurchase Mandate period. No repurchase will be made in circumstances that will have a material adverse impact on the working capital position or the gearing position of the Company, as compared with the position disclosed in the Company's most recent published audited accounts.

#### 4. PRICES OF SHARES

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2016	0.77	0.65
May 2016	0.70	0.64
June 2016	0.75	0.65
July 2016	0.72	0.63
August 2016	0.74	0.63
September 2016	0.77	0.68
October 2016	0.72	0.66
November 2016	0.71	0.64
December 2016	0.71	0.64
January 2017	0.75	0.63
February 2017	0.74	0.66
March 2017	0.69	0.64
April 2017 (up to the Latest Practicable Date)	0.69	0.62

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that they will exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the laws of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

No core connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, and none of them has undertaken not to do so, in the event that the Repurchase Mandate is granted by the Shareholders.

**6. THE TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of a Share repurchase, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a general offer for Shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Champion Dynasty together with its associates (as defined in the Takeovers Code) had deemed interests in the Shares representing approximately 35.84% of the issued share capital of the Company.

In the event that the Directors exercise in full the Repurchase Mandate which is to be approved by the Shareholders, the shareholding in the Company of Champion Dynasty together with its associates would be increased to approximately 39.82% of the issued share capital of the Company. If any exercise of the powers of repurchase pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

Assuming that there is no further issue of Shares between the Latest Practicable Date and the date of repurchase, the exercise of Repurchase Mandate whether in whole or in part will not result in less than 25% of the issued share capital of the Company being held by the public as required by Rule 8.08 of the Listing Rules. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in a public shareholding of the Company less than such prescribed percentage.

**7. SHARE REPURCHASES MADE BY THE COMPANY**

During the six months preceding the Latest Practicable Date, the Company has not repurchased any Shares (whether on the Stock Exchange or otherwise).

## DIRECTORS PROPOSED FOR RE-ELECTION

## MR. LIN JIANG

**Mr. Lin Jiang**, aged 52, joined the Company as non-executive Director of the Company in February 2013. Mr. Lin has over 20 years of experience in economic and financial areas. He obtained a bachelor degree and a master degree of Economics from Sun Yat-sen University, a doctor degree of Economics from Jinan University, and finished his postdoctoral research on Applied Economics in Zhongnan University of Economics and Law. Mr. Lin is an associate dean of institute of Free Trade Zone Research, Sun Yat-sen University and he is also a professor of Economics in Lingnan College of Sun Yat-sen University. Moreover, he is a member of the Ministry of National Education Steering Committee for Financial Class of High Education\* (國家教育部高等學校財政類教學指導委員會), a researcher of Cross-Strait Research Center\* (海峽兩岸研究中心兼職研究員), a member of Guangzhou Municipal Financial Expert Advisory Committee\* (廣東市財政專家諮詢委員會), a guest researcher of the Taiwan Affairs Offices of the People's Government of Guangdong Province and Taiwan Research Centre of Guangdong\* (廣東省人民政府台灣事務辦公室和廣東台灣研究中心) and a member of expert group for the financial budgetary monitoring and advising of Financial and Economic Committee of the 14th Guangzhou City People's Congress. In addition, Mr. Lin is a consultant of a wholly-owned subsidiary of the Company. He served as deputy general manager in Financial Division of China Merchant Group Limited.

According to the Bye-laws, Mr. Lin shall retire from office by rotation at least once every three years, and being eligible, will offer himself for re-election at the relevant general meetings. He will retire at the Annual General Meeting and being eligible, offer himself for re-election.

The Director's fee of Mr. Lin is HK\$150,000 per annum and a consultant fee of HK\$150,000 per annum. The Director's fee and the consultant fee of Mr. Lin had been recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities and prevailing market conditions and subject to the approval of the Shareholders at the AGM. For the year ended 31 December 2016, total emolument of Mr. Lin was HK\$300,000 which comprised Director's fee of HK\$150,000 and consultant fee of HK\$150,000.

Mr. Lin is not connected and has no relationship with any Director, senior management of the Company or substantial or controlling Shareholder.

As at the Latest Practicable Date, Mr. Lin does not have any interest in the Shares within the meaning of Part XV of the SFO.

As far as the Directors are aware, there is nothing required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Lin's re-election.

**MR. MAI YANG GUANG**

**Mr. Mai Yang Guang**, aged 52, joined the Company as INED in February 2013. He is also the chairman of the nomination committee (the “Nomination Committee”) of the Company, the chairman of the remuneration committee (the “Remuneration Committee”) of the Company and a member of the audit committee (the “Audit Committee”) of the Company. Mr. Mai has over 20 years of experience in enterprise management in the PRC. He graduated from Thermal Engineering Department of Northeastern University in the PRC. Mr. Mai is the executive director and general manager of Shenzhen Xinyinji Enterprise Development Limited\* (深圳市新銀基實業發展有限公司) and the chairman of board of directors and general manager of Shenzhen Haojiahua Investment Limited\* (深圳市好嘉華投資有限公司).

According to the Bye-laws, Mr. Mai shall retire from office by rotation at least once every three years, and being eligible, will offer himself for re-election at the relevant general meetings. He will retire at the Annual General Meeting and being eligible, offer himself for re-election.

The Director’s fee of Mr. Mai is HK\$150,000 per annum. The Director’s fee of Mr. Mai had been recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities and prevailing market conditions and subject to the approval of the Shareholders at the AGM. For the year ended 31 December 2016, Mr. Mai received a Director’s fee of HK\$150,000.

Mr. Mai is not connected and has no relationship with any Director, senior management of the Company or substantial or controlling Shareholder.

As at Latest Practicable Date, Mr. Mai does not have any interest in the Shares within the meaning of Part XV of the SFO.

So far as the Directors are aware, there is nothing required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Mai’s re-election.

**MR. LAM CHI WING**

**Mr. Lam Chi Wing**, aged 37, joined the Company in March 2016. He obtained a Bachelor of Business Administration degree in Accounting & Finance at the University of Hong Kong in 2003. Subsequently, Mr. Lam obtained a Master of Science degree in Knowledge Management at the Hong Kong Polytechnic University in 2006 and a Master of Business Administration degree at the Chinese University of Hong Kong in 2010. Mr Lam is currently a doctoral candidate in Global Creative Industries of the University of Hong Kong.

Mr. Lam served at PricewaterhouseCoopers in 2003. Mr. Lam subsequently joined Li & Fung Group, which he served as Group Chief Representative and General Manager, Southern China of Li & Fung Development (China) Limited prior to his departure. Mr. Lam currently serves as director or consultant at a number of companies in Hong Kong and the People's Republic of China ("PRC").

Mr. Lam is a member of the Eleventh & Twelfth Zhongshan Committee of the Chinese People's Political Consultative Conference\* (中國人民政治協商會議第十一屆中山市委員), a member of the Tenth Committee of the Guangdong Province Youth Federation\* (廣東省青年聯合會第十屆委員), a member of the Eighth Committee of the Zhongshan Youth Federation\* (中山市青年聯合會第八屆委員), a member of the Committee of the Chinese Association of Hong Kong & Macao Studies\* (全國港澳研究會港區特邀代表), a member of the Expert Committee to the Second Ministry of Commerce Advisory Committee for Economic & Trade Policy\* (第二屆國家商務部經貿政策諮詢委員會專家), a deputy committee of the Zhongshan Public Diplomacy Association\* (中山市公共外交協會), a deputy director of the Hong Kong Guangdong Youth Association\* (香港廣東青年總會), Vice Chairman of the Hong Kong Zhongshan Youth Association\* (香港中山青年協會), a member of The Y. Elites Association Limited (香港菁英會成員) and a member of the Chinese Academy of Governance (HK) Industrial and Commercial Professionals Alumni Association Limited\* (中國國家行政學院(香港)工商專業同學會成員). Mr. Lam served as a part-time member of the Central Policy Unit of the Government of Hong Kong from 2011 to 2012, and is currently serving as an advisory committee of the Sustainable Agricultural Development Fund of the Government of Hong Kong, and a committee member of the Appeal Panel (Housing) of the Government of Hong Kong.

Mr. Lam is currently the Vice Chairman of the Youth Division of China Commerce & Economy Society\* (中國商業經濟學會), Vice Chairman of the Guangdong Society of Commercial Economy\* (廣東省商業經濟學會), Deputy Dean of the Guangdong Asia Pacific E-Commerce Institute\* (廣東亞太電子商務研究院), Deputy Secretary-General of the Society of Guangdong Logistics and Supply Chain\* (廣東省物流與供應鏈學會), Honorary Chairman of the Hong Kong Cross-Border E-Commerce Association\* (香港跨境電子商務協會).

Mr. Lam is currently an Adjunct Professor at the Renmin University of China School of Business\* (中國人民大學商學院), Jinan University School of Management\* (暨南大學管理學院) and Zhejiang University School of Management\* (浙江大學管理學院), a research fellow at each of the China Business Model Research Centre of the China Financial Research Institute at Tsinghua University School of Economics & Management\* (清華大學經管學院中國金融研究中心商業模式研究工作室), Sun Yat Sen University's Centre for Information Economy and Policy\* (中山大學信息經濟與政策研究中心), Guangdong University of Finance and Economics' Commerce Research Institute of Circulation Economy\* (廣東財經大學流通經濟研究所), Jinan University's Modern Distribution Research Centre\* (暨南大學現代流通研究中心) and Shenzhen University's Center for Basic Laws of Hong Kong and Macau Special Administrative Regions\* (深圳大學港澳基本法研究中心).

According to the Bye-laws, Mr. Lam shall retire from office by rotation at least once every three years, and being eligible, will offer himself for re-election at the relevant general meetings. He will retire at the Annual General Meeting and being eligible, offer himself for re-election.

The Director's fee of Mr. Lam is HK\$150,000 per annum. The Director's fee of Mr. Lam had been recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities and prevailing market conditions and subject to the approval of the Shareholders at the AGM. For the year ended 31 December 2016, Mr. Lam received a Director's fee of HK\$120,000.

Mr. Lam is not connected and has no relationship with any Director, senior management of the Company or substantial or controlling Shareholder.

As at the Latest Practicable Date, Mr. Lam does not have any interest in the Shares within the meaning of Part XV of the SFO.

So far as the Directors are aware, there is nothing required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Lam's re-election.



**MR. BAI YINGHAI**

**Mr. Bai Yinghai**, aged 43, joined the Company as non-executive Director in December 2016. He obtained a Bachelor degree in Finance from the University of International Business and Economics in 1996. Subsequently, Mr. Bai obtained a Master of Business Administration degree from the School of Economics & Management of the Tsinghua University in 2002. Mr. Bai further obtained a Master degree in Finance from London Business School in 2009. Mr. Bai was admitted as a chartered financial analyst of the Institute of Chartered Financial Analysts in October 2005.

Mr. Bai has over 10 years of experience in fund management and during 2002 to 2012, he served at various fund houses in Hong Kong and the People's Republic of China. Mr. Bai was a representative of Prudence Investment Management (Hong Kong) Limited for its then asset management regulated activities during May 2011 to January 2012. Mr. Bai subsequently joined China Resources Group in 2012, and since then he held certain managerial positions at subsidiaries of the group where he was mainly responsible for mergers and acquisitions and capital market related matters. Prior to Mr. Bai's departure, he served as senior director at the financial department of China Resources Healthcare Group. In May 2016, Mr. Bai joined Great Wall Pan Asia International Asset Management Limited as managing director, and since then he was involved in investments in healthcare related businesses.

Mr. Bai has not held any directorship in other listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

According to the Bye-laws, Mr. Bai is a Director appointed by the Directors on 19 December 2016. Following the requirements under the Bye-laws, Mr. Bai will hold office until the Annual General Meeting and being eligible, offer himself for-re-election at the Annual General Meeting.

Mr. Bai is entitled to a Director's fee of HK\$150,000 per annum. The Director's fee of Mr. Bai had been recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities and prevailing market conditions and subject to the approval of the Shareholders at the AGM. For the year ended 31 December 2016, the total emolument of Mr. Bai was HK\$4,000.

Mr. Bai is not connected and has no relationship with any Director, senior management of the Company or substantial or controlling Shareholder.

As at the Latest Practicable Date, Mr. Bai does not have any interest in the Shares within the meaning of Part XV of the SFO.

So far as the Directors are aware, there is nothing required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Bai's re-election.

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## NOTICE OF ANNUAL GENERAL MEETING

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### **COMMON SPLENDOR INTERNATIONAL HEALTH INDUSTRY GROUP LIMITED**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 286)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting will be held at Room 2709-10, 27th Floor, North Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong on Friday, 2 June 2017 at 3:00 p.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To receive and consider the audited consolidated financial statements, Directors' report and the report of auditors of the Company for the year ended 31 December 2016.

2. To re-elect the following directors of the Company (each as a separate resolution):

*Non-executive directors:*

(A) Mr. Lin Jiang;

(B) Mr. Bai Yinghai;

*Independent Non-executive directors:*

(C) Mr. Mai Yang Guang; and

(D) Mr. Lam Chi Wing.

3. To authorise the board of directors of the Company to fix its directors' remuneration.
4. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Directors to fix its remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to repurchase issued Shares of HK\$0.01 each in the capital of the Company subject to and in accordance with all applicable laws and requirements of the Listing Rules as amended from time to time be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase Shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the Shares which are authorised to be repurchased by the Directors pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws and/or the Bye-laws to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the Company in general meeting.”

6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

**“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to issue, allot and deal with additional Shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue, or (ii) the share option scheme of the Company approved by the Stock Exchange, or (iii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares in accordance with the Bye-laws, shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” shall have the same meaning as ascribed to it under resolution no. 5(d) as set out in the notice convening the AGM of which this resolution forms part; and

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to the Shareholders on the register of the Members on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of or any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange, in any territory outside Hong Kong).”

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## NOTICE OF ANNUAL GENERAL MEETING

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7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution of the Company:

**“THAT:**

conditional upon the passing of the resolutions nos. 5 and 6 as set out in the notice convening the AGM, the general mandate granted to the Directors pursuant to the resolution no. 6 as set out in the notice convening the AGM be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of share capital of the Company repurchased by the Company under the authority granted pursuant to the resolution no. 5 as set out in the notice convening the AGM, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

By Order of the Board  
**Common Splendor International  
Health Industry Group Limited**  
**Lam King Ho**  
*Company Secretary*

Hong Kong, 28 April 2017

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

1. Any Shareholder entitled to attend and vote at the AGM is entitled to appoint one or more separate proxies to attend and to vote instead of him. A proxy need not be a Shareholder.
2. To be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the Company's branch registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time fixed for holding the AGM or at any adjournment thereof.
3. All resolutions as set out in this notice will be taken by poll.
4. In relation to resolution no. 2 of this notice, the details of all Directors to be elected and re-elected at the AGM are set out in Appendix II of this circular to the Shareholders dated 28 April 2017.
5. With respect to the resolution no. 3 of this notice, approval is being sought from Shareholders for re-appointment of HLB Hodgson Impey Cheng Limited as auditors of the Company.
6. With respect to the resolution no. 5 of this notice, approval is being sought from Shareholders for a general mandate to be given to the Directors to repurchase Shares in accordance with all applicable laws and the Listing Rules.
7. With respect to the resolutions nos. 6 and 7 of this notice, approval is being sought from Shareholders for general mandates to be given to the Directors to issue, allot and deal with Shares in accordance with all applicable laws and the Listing Rules.
8. This circular containing the information with respect to certain resolutions and this notice have been sent to the Shareholders together with the 2016 annual report of the Company.
9. As at the date hereof, the Board comprises Mr. Cheung Wai Kuen, Mr. Cheng Hau Yan and Mr. Ye Jiong Xian as executive Directors and Mr. Lin Jiang and Mr. Bai Yinghai as non-executive Directors and Mr. Mai Yang Guang, Mr. Yau Chi Ming and Mr. Lam Chi Wing as independent non-executive Directors.