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

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 286)**

### **(1) PROPOSED CHANGE OF COMPANY NAME; (2) PROPOSED AMENDMENTS TO THE BYE-LAWS; AND (3) PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR, JOINT CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER**

#### **PROPOSED CHANGE OF COMPANY NAME**

The board (the “**Board**”) of directors of Common Splendor International Health Industry Group Limited (the “**Company**”) proposes to change the existing name of the Company from “Common Splendor International Health Industry Group Limited” to “Aidigong Maternal & Child Health Limited” and the secondary name in Chinese from “同佳國際健康產業集團有限公司” to “愛帝宮母嬰健康股份有限公司” (the “**Proposed Change of Company Name**”). A special resolution will be proposed at a special general meeting (“**SGM**”) to be convened to consider and, if thought fit, approve the Proposed Change of Company Name.

#### **Conditions for the Proposed Change of Company Name**

The Proposed Change of Company Name will become effective subject to the satisfaction of all of the following conditions:

1. the approval by the shareholders of the Company (the “**Shareholders**”) by way of special resolution at the forthcoming SGM; and
2. the Registrar of Companies in Bermuda approving the Proposed Change of Company Name.

Subject to satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date of the registration of the new names of the Company in place of the existing names by the Registrar of Companies in Bermuda as set out in the certificate of incorporation on change of name and the certificate of secondary name to be issued by the Registrar of Companies in Bermuda. The Company will carry out all the necessary filing procedures in Hong Kong upon the Proposed Change of Company Name becoming effective.

## **Reasons for the Change of Company Name**

The Company and its subsidiaries (the “**Group**”) are mainly engaged in health industry business, including medical anti-aging and health preservation base, medical and healthcare industry investment management, natural health food business, as well as investing and financing activities. On 13 September 2019, the Company, through an indirect wholly owned subsidiary, completed the acquisition of 88.5184% equity interest in Shenzhen Aidigong Maternity Health Management Co., Ltd. (“**Aidigong**”), a company established in the PRC engaging in the provision of one-stop postpartum and newborn healthcare services to postpartum mothers and newborn babies. Upon completion of the acquisition, together with the 11.4816% equity interest of Aidigong already held by the Company through 東莞同佳投資管理合夥企業(有限合夥) (Dongguan Common Splendor Investment Management Partnership (Limited Partnership)\*) (a non-wholly owned subsidiary owned as to 56% by the Company), Aidigong becomes an indirect non-wholly owned subsidiary of the Company. The Board therefore considers that the Change of Company Name can provide the Company with a more appropriate corporate image and identity in respect of its business scope and will better reflect the Group’s enlarging and strengthening business operation which will benefit the Company’s future business development and is in the best interests of the Company and the Shareholders as a whole.

## **Effect on the Change of Company Name**

The Change of Company Name, upon becoming effective, will not affect any rights of the Shareholders or the Company’s daily business operation and its financial position.

All existing share certificates then in issue bearing the present name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such shares and the existing share certificates will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates for new share certificates bearing the new name of the Company. Once the Change of Company Name becomes effective, new share certificates will be issued only in the new name of the Company.

In addition, subject to the confirmation by the Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the English stock short name and the Chinese stock short name for trading of the shares of the Company on the Stock Exchange will also be changed to “AIDIGONG” and “愛帝宮” respectively after the Proposed Change of Company Name becomes effective. Subject to the Proposed Change of Company Name becoming effective, the Company will also adopt a new logo.

## **PROPOSED AMENDMENTS TO THE BYE-LAWS**

Subsequent to the Proposed Change of Company Name and in view of the proposed appointment of the joint chairman as mentioned below, the Company proposed to make certain amendments to the memorandum of association and the bye-laws of the Company (the “**Bye-Laws**”) in relation to (i) the Proposed Change of Company Name; and (ii) the inclusion of provision for appointment of joint chairman (the “**Proposed Amendments to the Bye-Laws**”).

Details regarding the Proposed Amendments to the Bye-Laws will be set out in the circular to be despatched to the Shareholders.

The Proposed Amendments to the Bye-Laws are subject to the approval of the Shareholders by way of special resolution at the SGM. The Proposed Amendments to the Bye-Laws in relation to the Proposed Change of Company Name shall take effect upon the effective date of the Proposed Change of Company Name.

## **PROPOSED APPOINTMENT OF EXECUTIVE DIRECTOR, JOINT CHAIRMAN OF THE BOARD AND CHIEF EXECUTIVE OFFICER**

The Company proposes to nominate Ms. Zhu Yufei (朱昱霏) (formerly known as Zhu Ping (朱萍)) (“**Ms. Zhu**”) as a candidate for an executive Director, a joint chairman of the Board and the chief executive officer subject to the Proposed Amendments to the Bye-Laws becoming effective (the “**Proposed Appointment of Director**”). The appointment of Ms. Zhu will also be subject to the approval by the Shareholders at the forthcoming SGM. Following her appointment, Ms. Zhu will act together with Mr. Cheung Wai Kuen, the existing chairman of the Board of the Company, as the joint chairmen of the Board of the Company.

Biographical details of Ms. Zhu are set out as follows:

Ms. Zhu, aged 55, is the founder, chairman, general manager and a director of Aidigong since its establishment in October 2007, which is a non-wholly owned subsidiary of the Company as at the date of this announcement. Before the establishment of Aidigong, she was the head nurse of the delivery room at the Peking University Shenzhen Hospital\* (北京大學深圳醫院產科). She is the current president of Shenzhen Maternal and Child Services Association\* (深圳市母嬰服務業協會), and she was awarded as “The Most Influential Female Entrepreneur in Shenzhen for the First Session”\* (首屆深圳最具影響力女企業家) and “2018 (Eighth Session) Shenzhen Top 10 Outstanding Female Entrepreneurs”\* (2018(第八屆)深圳十大傑出女企業家).

As disclosed in the announcement dated 25 January 2019 and the circular of the Company dated 26 July 2019, on 25 January 2019, the Company, Ms. Zhu and 深圳市愛心恒久遠資本管理合夥企業(有限合夥) (Shenzhen City Aixinhengjiuyuan Assets Management Partnership (Limited Partnership)\*) (“**Aixinhengjiuyuan**”), entered into a subscription agreement pursuant to which the Company conditionally agreed to issue, and Ms. Zhu and Aixinhengjiuyuan conditionally agreed to subscribe for,

in aggregate of not more than 264,099,966 ordinary shares of the Company. Ms. Zhu and her sibling in aggregate own approximately 76.46% of the equity interest of Aixinhengjiuyuan, and Ms. Zhu is the executive partner of Aixinhengjiuyuan as at the date of this announcement.

Save as disclosed above, Ms. Zhu (i) does not have any relationships with any Directors, senior management, substantial shareholders or controlling shareholders of the Company; (ii) did not hold any directorships in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) does not have any interests in shares of the Company pursuant to Part XV of the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong); (iv) does not hold any other positions with other members of the Group; and (v) does not have other major appointments or professional qualifications.

Ms. Zhu will enter into a service contract with the Company for a term of service running from the date of her appointment for an initial term of one year. Pursuant to such proposed service contract, an annual director's fee of HK\$150,000 will be payable to Ms. Zhu, and she will be entitled to, if any, discretionary bonus to be determined at the discretion of the Board and the remuneration committee of the Board.

As far as the Directors are aware and save as disclosed above, there is no other matters or information relating to the proposed appointment of Ms. Zhu that needs to be brought to the attention of the shareholders of the Company or the Stock Exchange or to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Rules Governing the Listing of Securities on the Stock Exchange.

## **GENERAL**

A circular containing, amongst other things, further details of the (i) Proposed Change of Company Name, (ii) Proposed Amendments to the Bye-Laws, (iii) Proposed Appointment of Director and the notice of a SGM to approve the (i) Proposed Change of Company Name, (ii) Proposed Amendments to the Bye-Laws, (iii) Proposed Appointment of Director, and the related proxy form are expected to be despatched to the Shareholders as soon as practicable.

As no Shareholders have a material interest in the (i) Proposed Change of Company Name, (ii) Proposed Amendments to the Bye-Laws, or (iii) Proposed Appointment of Director, no Shareholders will be required to abstain from voting on the resolutions to approve the (i) Proposed Change of Company Name, (ii) Proposed Amendments to the Bye-Laws, and (iii) Proposed Appointment of Director.

The Company will make further announcement(s) to inform the Shareholders of the results of the SGM, the effective date of the Proposed Change of Company Name, Proposed Amendments to the Bye-Laws, the new stock short name of the Company for trading of the shares of the Company on the Stock Exchange and the new logo of the Company.

By Order of the Board  
**Common Splendor International  
Health Industry Group Limited**  
**Cheung Wai Kuen**  
*Chairman*

Hong Kong, 20 September 2019

*As at the date of this announcement, the Board comprises Mr. Cheung Wai Kuen, Mr. Cheng Hau Yan and Mr. Ye Jiong Xian as executive Directors; Mr. Lin Jiang, Mr. Hou Kai Wen and Mr. Wong Kin Man as non-executive Directors; and Mr. Mai Yang Guang, Mr. Lam Chi Wing and Mr. Wong Yiu Kit, Ernest as independent non-executive Directors.*

\* *The English transliteration of the Chinese names in this announcement, where indicated, is included for information only, and should not be regarded as the official English names of such Chinese names.*