

---

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

---

**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).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**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 AUDITOR AND  
NOTICE OF ANNUAL GENERAL MEETING**

---

A notice of Annual General Meeting to be held at Rooms 2709–10, 27th Floor, North Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 6 June 2018 at 4:00 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.

30 April 2018

---

## CONTENTS

---

	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
Introduction .....	3
General Mandate to Repurchase Shares .....	4
General Mandate to Issue New Shares .....	4
Re-election of Directors .....	5
Re-appointment of Auditor .....	5
Annual General Meeting .....	6
Right to Demand a Poll .....	6
Recommendation .....	7
<b>Appendix I — Explanatory Statement</b> .....	8
<b>Appendix II — Details of Directors Proposed for Re-election</b> .....	11
<b>Notice of Annual General Meeting</b> .....	16

Should there be any discrepancy between the English and Chinese versions, the English version shall prevail.

---

## DEFINITIONS

---

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Rooms 2709–10, 27th Floor, North Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 6 June 2018 at 4:00 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, a company incorporated in the British Virgin Islands with limited liability and 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”	23 April 2018, 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

---

## DEFINITIONS

---

“Members”	A duly registered holder from time to time of the Shares in the capital of the Company
“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
“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.*

---

## LETTER FROM THE BOARD

---



# 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. Hou Kai Wen  
Mr. Lin Jiang

*Independent non-executive Directors*

Mr. Lam Chi Wing  
Mr. Mai Yang Guang  
Mr. Wong Yiu Kit, Ernest

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal Office in Hong Kong:*

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

30 April 2018

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES  
RE-ELECTION OF DIRECTORS  
RE-APPOINTMENT OF AUDITOR 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.

---

## LETTER FROM THE BOARD

---

The resolutions include:

- (a) approving the audited financial statements, Directors's report and auditor's report for the year ended 31 December 2017;
- (b) approving the re-election of Directors and the Board's authorisation to fix Directors' remuneration;
- (c) approving the re-appointment of auditor 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.

---

## LETTER FROM THE BOARD

---

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. Cheung Wai Kuen and Mr. Cheng Hau Yan 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 each of the executive Directors, was 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 executive Directors.

Pursuant to Bye-law 86(2) of the Bye-laws, Mr. Hou Kai Wen was appointed as a non-executive Director and Mr. Wong Yiu Kit, Ernest was appointed as an independent non-executive Director with effect from 5 June 2017 and 20 September 2017, respectively. Each of Mr. Hou Kai Wen and Mr. Wong Yiu Kit, Ernest shall retire from office as a Director at the Annual General Meeting and being eligible, each of them has offered himself for re-election as a non-executive director and an independent non-executive director at the Annual General Meeting.

Details of the above Directors who offered themselves for re-election as Directors 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 AUDITOR**

HLB Hodgson Impey Cheng Limited will retire as the auditor 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 auditor of the Company and to hold office until the conclusion of the next annual general meeting of the Company.

---

## LETTER FROM THE BOARD

---

### 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.



---

## LETTER FROM THE BOARD

---

### 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 re-election of Directors and the re-appointment of auditor 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**  
**Wong Wing Cheung**  
*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 2,996,255,008 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 299,625,500 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 2017 (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>
<b>2017</b>		
April	0.69	0.61
May	0.68	0.60
June	0.67	0.59
July	0.68	0.55
August	0.70	0.59
September	0.72	0.64
October	0.74	0.64
November	0.75	0.69
December	0.70	0.66
<b>2018</b>		
January	0.70	0.67
February	0.87	0.65
March	1.01	0.79
April (up to the Latest Practicable Date)	1.00	0.80

#### 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 holds 930,379,671 Shares, representing approximately 31.05% 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 would be increased to approximately 34.50% of the issued share capital of the Company. If, as a result of 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 of voting rights 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. CHEUNG WAI KUEN (“Mr. CHEUNG”)**

Aged 44, joined the Company as executive Director in August 2012 and has been appointed as the chairman of the Board (the “Chairman”) in September 2012. He is also a director of certain subsidiaries of the Company. He has established a number of enterprises in various industries in the People’s Republic of China (the “PRC”) since 1997, including property investment, hospital and trading business. Mr. Cheung has over 10 years of experience in capital management and corporate management. He was appointed as an executive director of L’sea Resources International Holdings Limited (Stock Code: 195) on 4 December 2009. Mr. Cheung is a director of Champion Dynasty, a controlling shareholder of the Company. Save as disclosed above, Mr. Cheung had 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 International Tak Cheung Holdings Limited Act 1991 (whereas “International Tak Cheung Holdings Limited” is the former name of the Company) for incorporating the Company as an exempted company under the laws of Bermuda in 1990, it is stipulated that any chairman and managing Director should not be required to retire by rotation. However, as the executive Director and chairman of the Board, Mr. Cheung is willing to voluntarily retire from his directorship at future annual general meetings of the Company at least once every three years by following the requirements under the Bye-laws, and being eligible, will offer himself for re-election at the relevant annual general meetings. Mr. Cheung is willing to retire voluntarily at the Annual General Meeting and being eligible, offer himself for re-election.

The director’s fee of Mr. Cheung is HK\$150,000 per annum. The director’s fee of Mr. Cheung 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 Annual General Meeting. For the year ended 31 December 2017, Mr. Cheung received a Director’s fee of HK\$150,000.

Mr. Cheung is also a director of a number of subsidiaries of the Company. He is not connected and has no relationship with any Director, senior management or substantial or controlling Shareholder other than Champion Dynasty.

As at the Latest Practicable Date, Mr. Cheung is the beneficial owner of Champion Dynasty, which held 930,379,671 Shares, representing approximately 31.05% of the entire issued share capital of the Company. Save as the aforesaid, Mr. Cheung does not have any other 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. Cheung’s re-election.

**MR. CHENG HAU YAN (“MR. CHENG”)**

Aged 71, joined the Company as executive Director in August 2012 and has been appointed as the deputy chairman of the Board (the “Deputy Chairman”) since September 2012. He is also a director of certain subsidiaries of the Group. He was the deputy division chief of the Finance and Planning Division of Yunnan Provincial Geology and Mining Bureau from October 1984 to March 1986, and deputy director of the Economic Commission of Kunming for the period from April 1986 to April 1988. From May 1988 to 1996, he was the president of the Yunnan Branch of Bank of Communications. Mr. Cheng was an executive director of Yunnan Enterprises Holdings Limited (Stock Code: 455) from April 1998 to March 2006, and west China regional director of the Chinese Estates Holdings Limited (Stock Code: 127) from 2006 to 2010. He was appointed as an independent non-executive director of L’sea Resources International Holdings Limited (Stock Code: 195) on 23 December 2009 and re-designated as executive director from December 2010 to September 2012. Mr. Cheng obtained a master of Business Administration degree from the Shanghai Jiao Tong University in 1983. Mr. Cheng had 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 International Tak Cheung Holdings Limited Act 1991 (whereas “International Tak Cheung Holdings Limited” is the former name of the Company) for incorporating the Company as an exempted company under the laws of Bermuda in 1990, it is stipulated that any chairman and managing Director should not be required to retire by rotation. However, as the executive Director and Deputy Chairman, Mr. Cheng is willing to voluntarily retire from his directorship at future annual general meetings of the Company at least once every three years by following the requirements under the Bye-laws, and being eligible, will offer himself for re-election at the relevant annual general meetings. Mr. Cheng is willing to retire voluntarily at the Annual General Meeting and being eligible, offer himself for re-election.

The director’s fee of Mr. Cheng is HK\$150,000 per annum and a monthly salary of HK\$120,000 with year ended double pay. The director’s fee and salary as well as fringe benefit of Mr. Cheng 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 Annual General Meeting. For the year ended 31 December 2017, the total emolument of Mr. Cheng was HK\$1,728,000 which comprised director’s fee of HK\$150,000, salary of HK\$1,560,000 and contributions to retirement benefit scheme of HK\$18,000.

Mr. Cheng is also a director of a number of subsidiaries of the Company. He is not connected and has no relationship with any Director, senior management or substantial or controlling Shareholder.

As at the Latest Practicable Date, Mr. Cheng holds 4,000,000 Shares and his spouse, being a staff of an indirect wholly-owned subsidiary of the Company, held 300,000 Shares. Accordingly, Mr. Cheng is deemed to be interested in 4,300,000 Shares under Part XV of the SFO, representing approximately 0.14% of the existing issued share capital of the Company. Save as aforesaid, Mr. Cheng 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. Cheng's re-election.

### **NON-EXECUTIVE DIRECTOR**

#### **MR. HOU KAI WEN ("MR. HOU")**

Aged 32, joined the Company as non-executive Director on 5 June 2017. Mr. Hou obtained a Bachelor's degree in Business Administration and Mathematics from Aston University in Birmingham, the United Kingdom in 2010. Subsequently, Mr. Hou obtained a Master's degree in International Accounting & Finance from London Cass Business School, City University in 2011. Mr. Hou joined the Banking Division of Guosen Securities Investment in May 2012, and he was principally responsible for initial public offering and capital markets related matters. He was involved in a number of healthcare and medical care related initial public offerings in the past. In February 2016, Mr. Hou joined China Great Wall AMC (International) Holdings Co., Ltd as a vice president, and since then, he is mainly responsible for investments in healthcare related businesses.

Mr. Hou 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.

Pursuant to the Bye-laws, Mr. Hou will hold office until the Annual General Meeting and being eligible, offer himself for re-election at the Annual General Meeting.

No director's fee is payable to Mr. Hou and he is entitled to, if any, discretionary bonus to be determined at the discretion of the Board and the remuneration committee of the Board. For the year ended 31 December 2017, Mr. Hou did not receive any director's fee.

Mr. Hou is not connected and has no relationship with any Director, senior management or substantial or controlling Shareholder.

As at the Latest Practicable Date, Mr. Hou 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. Hou's re-election.

**INDEPENDENT NON-EXECUTIVE DIRECTOR****MR. WONG YIU KIT, ERNEST (“MR. WONG”)**

Aged 50, joined the Company as INED in September 2017. He is also the chairman of the Audit Committee, and a member of the Remuneration Committee and the Nomination Committee. Mr. Wong has over 25 years of experience in venture capital, corporate finance, business development and general management. He served as the president and group chief financial officer of KVB Kunlun Holdings Limited (“KVB”) since November 2011 and as the chief financial officer and the company secretary of KVB’s subsidiary, KVB Kunlun Financial Group Limited, the shares of which are listed on the Stock Exchange (Stock Code: 6877) since October 2014. Mr. Wong also served as an independent non-executive director of Renheng Enterprise Holdings Limited (Stock Code: 3628), HongDa Financial Holding Ltd (Stock Code: 1822), Legend Strategy International Holdings Group Company Limited (Stock Code: 1355), Progressive Path Group Holdings Limited (Stock Code: 1581), China Regenerative Medicine International Limited (Stock Code: 8158) since October 2011, July 2014, November 2016, November 2016 and February 2017, respectively, each of the shares of such companies are listed on the Stock Exchange. Mr. Wong also served several positions at Adamas Finance Asia Limited, a company listed on the London Stock Exchange (LSE Stock Code: ADAM), including its executive director from May 2008 to February 2014, its chief financial officer from May 2008 to October 2011 and its non-executive director since February 2014.

Mr. Wong obtained a bachelor’s degree in business administration from The University of Hong Kong in 1991, a master’s degree of science in investment management from The Hong Kong University of Science and Technology in 1998 and a master’s degree of science in electronic engineering from the Chinese University of Hong Kong in 2008. Mr. Wong was admitted as a fellow member of the Association of Chartered Certified Accountants, the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales in November 1999, October 2002 and January 2018, respectively. He was admitted as a chartered financial analyst of the Institute of Chartered Financial Analysts in September 1998. He is a current member of the Hong Kong Securities Institute. He is also acting as the president of the Hong Kong University Graduates Association, the deputy chairman of the HKU Convocation, the court member of The University of Hong Kong, and a committee member of the Association of Chartered Certified Accountants Hong Kong. Save as disclosed above, Mr. Wong had not held any directorship in other listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

Pursuant to the Bye-laws, Mr. Wong will hold office until the Annual General Meeting and being eligible, offer himself for re-election at the Annual General Meeting.



The director's fee of Mr. Wong is HK\$150,000 per annum. The director's fee of Mr. Wong 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 Annual General Meeting. For the year ended 31 December 2017, Mr. Wong received a director's fee of HK\$42,329.

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

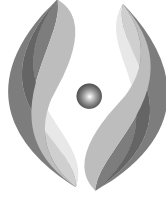
As at Latest Practicable Date, Mr. Wong does not have any interest in the Shares within the meaning of Part XV of the SFO.

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. Wong's re-election.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



### **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 (“Annual General Meeting”) will be held at Rooms 2709–10, 27th Floor, North Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 6 June 2018 at 4:00 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 2017.
2. To re-elect the following directors of the Company (each as a separate resolution):

*Executive directors:*

(A) Mr. Cheung Wai Kuen

(B) Mr. Cheng Hau Yan

*Non-executive director:*

(D) Mr. Hou Kai Wen; and

*Independent Non-executive director:*

(E) Mr. Wong Yiu Kit, Ernest

3. To authorise the board of directors of the Company to fix the directors’ remuneration.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

4. To re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company and to authorise the Directors to fix its remuneration.
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 (as defined in paragraph (d) below) 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.”

---

## NOTICE OF ANNUAL 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 (as defined in paragraph (d) below) 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;
- (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 either during or 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) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below), 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 Annual General Meeting 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).”

---

## NOTICE OF ANNUAL GENERAL MEETING

---

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 Annual General Meeting, the general mandate granted to the Directors pursuant to the resolution no. 6 as set out in the notice convening the Annual General Meeting 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 Annual General Meeting, 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**  
**Wong Wing Cheung**  
*Company Secretary*

Hong Kong, 30 April 2018

---

## NOTICE OF ANNUAL GENERAL MEETING

---

*Notes:*

1. Any Shareholder entitled to attend and vote at the Annual General Meeting 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 Annual General Meeting 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 re-elected at the Annual General Meeting are set out in Appendix II of this circular to the Shareholders dated 30 April 2018.
5. With respect to the resolution no. 4 of this notice, approval is being sought from Shareholders for re-appointment of HLB Hodgson Impey Cheng Limited as auditor 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 2017 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. Hou Kai Wen as non-executive Directors and Mr. Mai Yang Guang, Mr. Wong Yiu Kit, Ernest and Mr. Lam Chi Wing as independent non-executive Directors.