
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**

(formerly known as G-Prop (Holdings) 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**

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, 30 May 2014 at 3:00 p.m. is set out on pages 13 to 16 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.

29 April 2014

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
Introduction	3
General Mandate to Repurchase Shares	4
General Mandate to Issue New Shares	4
Re-election of Directors	5
Re-appointment of Auditors	5
Annual General Meeting	5
Right to Demand a Poll	6
Recommendation	6
 Appendix I – Explanatory Statement for the Repurchase Mandate	 7
 Appendix II – Details of Retiring Directors Proposed to be Re-elected at the AGM	 10
 Notice of Annual General Meeting	 13

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:

“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, 30 May 2014 at 3:00 p.m. or any adjournment thereof (as the case may be), notice of which is set out on pages 13 to 16 of this circular
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules
“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 as defined under the Listing Rules
“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
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules
“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

DEFINITIONS

“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 2014, 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
“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 Codes”	the Codes on Takeovers and Mergers and Share Buy-backs
“%”	per cent.

LETTER FROM THE BOARD



COMMON SPLENDOR INTERNATIONAL HEALTH INDUSTRY GROUP LIMITED

(formerly known as G-Prop (Holdings) Limited)

(Incorporated in Bermuda with limited liability)

(Stock Code: 286)

Executive Directors

Mr. Cheung Wai Kuen (*Chairman*)

Mr. Cheng Hau Yan

(*Deputy Chairman & Chief Executive Officer*)

Non-executive Director

Mr. Lin Jiang

Independent Non-executive Directors

Mr. Mai Yang Guang

Mr. Yau Chi Ming

Mr. Huang Liang

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

29 April 2014

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 13 to 16 of this circular, and information regarding certain ordinary 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.

The resolutions include:

- (a) granting to the Directors the Repurchase Mandate;

LETTER FROM THE BOARD

- (b) 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;
- (c) approving the re-election of Directors; and
- (d) approving the re-appointment of auditors of the Company.

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.

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.

LETTER FROM THE BOARD

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 opinion that the performance of Mr. Cheung Wai Kuen and Mr. Cheng Hau Yan, being 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 if they can continue to serve the Company.

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.

ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 13 to 16 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.

LETTER FROM THE BOARD

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.

RECOMMENDATION

The Directors are of the opinion that proposals regarding the granting of the Repurchase Mandate, the Issue Mandate, and 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 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
Wong Yuet Ying
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 2,428,255,008 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 242,825,500 Shares, being 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 2013 (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.

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 2013	0.82	0.60
May 2013	0.74	0.65
June 2013	0.68	0.59
July 2013	0.74	0.53
August 2013	0.62	0.50
September 2013	0.58	0.52
October 2013	0.57	0.52
November 2013	0.56	0.50
December 2013	0.72	0.52
January 2014	0.73	0.57
February 2014	0.69	0.59
March 2014	0.72	0.61
April 2014 (up to the Latest Practicable Date)	0.72	0.63

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, 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 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 connected persons of the Company have notified the Company that they have a present intention to sell Shares to the Company, or have undertaken not to do so, in the event that the Repurchase Mandate is granted by the Shareholders.

6. THE TAKEOVERS CODES

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 Codes 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 Codes.

As at the Latest Practicable Date, Champion Dynasty together with its associates (as defined in the Takeovers Codes) had deemed interests in the Shares representing approximately 37.23% 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 41.36% 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 Codes. 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 Codes.

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).

MR. CHEUNG WAI KUEN

Aged 40, joined the Company as executive Director in August 2012 and has been chairman of the Board since September 2012. He has established a number of enterprises in various industries in 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 has been an executive director of L'sea Resources International Holdings Limited (Stock Code: 195) since 4 December 2009. 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 AGM and being eligible, offer himself for re-election.

Pursuant to the appointment letter entered into between the Company and Mr. Cheung, Mr. Cheung was appointed as an executive Director for a term of three years commencing from 14 August 2012 and the term of appointment of Mr. Cheung is subject to retirement by rotation and re-election in accordance with the Bye-laws. Pursuant to the appointment letter, the Director's fee of Mr. Cheung is HK\$150,000 per annum. According to the service contract between the Group and Mr. Cheung, Mr. Cheung has been entitled to monthly salary of HK\$50,000 with year ended double pay starting from 1 November 2012. The Director's fee and salary as well as fringe benefit 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 AGM. For the year ended 31 December 2013, the total emolument of Mr. Cheung was HK\$851,360 which comprised of a Director's fee of HK\$150,000 and salary as well as fringe benefit of HK\$701,360.

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 was a beneficial owner of Champion Dynasty, which owned 903,949,671 Shares, representing approximately 37.23% of the existing issued share capital of the Company. Save as aforesaid, Mr. Cheung does not have any interest in the Shares within the meaning of Part XV of the SFO.

As far as the Directors 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

Aged 67, joined the Company as executive Director in August 2012 and has been deputy chairman of the Board and chief executive officer of the Company since September 2012. 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. Save as disclosed above, 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, deputy chairman of the Board and chief executive officer of the Company, 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 AGM and being eligible, offer himself for re-election.

Pursuant to the appointment letter entered into between the Company and Mr. Cheng, Mr. Cheng was appointed as an executive Director for a term of three years commencing from 14 August 2012 and the term of appointment of Mr. Cheng is subject to retirement by rotation and re-election in accordance with the Bye-laws. Pursuant to the appointment letter, the Director's fee of Mr. Cheng is HK\$150,000 per annum. According to the service contract between the Group and Mr. Cheng, Mr. Cheng has been entitled to monthly salary of HK\$120,000 with year ended double pay starting from 1 September 2012. 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 AGM. For the year ended 31 December 2013, the total emolument of Mr. Cheng was HK\$1,761,360 which comprised of a Director's fee of HK\$150,000 and salary as well as fringe benefits of HK\$1,611,360.

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 held 24,000,000 share options of the Company and his spouse, being a staff of an indirect wholly-owned subsidiary of the Company, held 300,000 Shares and 24,000,000 share options of the Company. Accordingly, Mr. Cheng was deemed to be interested in 48,300,000 Shares and underlying Shares under Part XV of the SFO. 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 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.

NOTICE OF ANNUAL GENERAL MEETING



COMMON SPLENDOR INTERNATIONAL HEALTH INDUSTRY GROUP LIMITED

(formerly known as G-Prop (Holdings) 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, 30 May 2014 at 3:00 p.m. for the following purposes:

AS ORDINARY BUSINESS

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 2013.
2. To re-elect retiring Directors and to authorise the Directors to fix the remuneration of the Directors.
3. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Directors to fix its remuneration.

AS SPECIAL BUSINESS

4. 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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.”

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 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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. 4(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).”

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:**

conditional upon the passing of the resolutions nos. 4 and 5 as set out in the notice convening the AGM, the general mandate granted to the Directors pursuant to the resolution no. 5 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. 4 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**
Wong Yuet Ying
Company Secretary

Hong Kong, 29 April 2014

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 notorially 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 re-elected at the AGM are set out in Appendix II of this circular to the Shareholders dated 29 April 2014.
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. 4 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. 5 and 6 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 2013 annual report of the Company.
9. As at the date hereof, the Board comprised of Mr. Cheung Wai Kuen and Mr. Cheng Hau Yan as executive Directors and Mr. Lin Jiang as non-executive Director and Mr. Mai Yang Guang, Mr. Yau Chi Ming and Mr. Huang Liang as independent non-executive Directors.