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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 REFRESHMENT OF THE SHARE OPTION SCHEME 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 Thursday, 6 June 2019 at 3:00 p.m. is set out on pages 15 to 19 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.

26 April 2019

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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 Thursday, 6 June 2019 at 3:00 p.m. or any adjournment thereof (as the case may be), notice of which is set out on pages 15 to 19 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 total number of the issued share capital of the Company as at the date of passing of the ordinary resolution in relation thereto
“Latest Practicable Date”	18 April 2019, 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
“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 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 total number 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 Options”	share options of the Company
“Share Option Scheme”	the share option scheme of the Company adopted by the Company on 11 October 2012
“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.



**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

26 April 2019

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES
REFRESHMENT OF THE SHARE OPTION SCHEME
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 15 to 19 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 2018;
- (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;
- (e) granting to the Directors a general and unconditional mandate
 - (i) to issue further Shares of up to 599,251,000 Shares (i.e. not more than 2,996,255,008 x 20%), representing up to 20% of the total number 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 total number of share capital of the Company repurchased pursuant to the Repurchase Mandate; and
- (f) refreshing the Option Scheme Mandate Limit.

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 total number 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 total number 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 total number of the Shares repurchased pursuant to the Repurchase Mandate.

REFRESHMENT OF THE SHARE OPTION SCHEME

The Board proposes to seek the approval of the Shareholders to refresh the Option Scheme Mandate Limit of the Share Option Scheme. The Share Option Scheme was adopted by the Company on 11 October 2012. The current Option Scheme Mandate Limit entitled the Company to grant up to 259,625,500 Share Options, representing 10% of the then issued share capital of the Company as at 31 May 2016, on which date a resolution was passed to refresh the then Option Scheme Mandate Limit.

Pursuant to the Share Option Scheme, the Company had granted an aggregate of (i) 168,000,000 options in December 2012, which were exercised during 2015; (ii) 16,680,000 options in November 2014, which were expired during 2015; and (iii) 35,800,000 options in January 2016, which were expired during 2017. No option granted under the Share Option Scheme was outstanding as at the Latest Practicable Date. A resolution was passed by the Shareholders on 31 May 2016 at the Company's general meeting to refresh the Option Scheme Mandate Limit, and the Directors were authorised to issue options to subscribe for a total of 259,625,500 Shares, representing 10% of the then total number of Shares in issue (i.e. 2,596,255,008 Shares) as at the date of the passing of the resolution to refresh the Option Scheme Mandate Limit. No option was granted pursuant to the Share Option Scheme subsequent to the refreshment of Option Scheme Mandate Limit in May 2016.

The Share Option Scheme was adopted to recognise and acknowledge the contributions of the Group's employees and other selected grantees made or may have made to the Group. The Share Option Scheme will provide the grantees with an opportunity to have a personal stake in the Company with the view to achieving the objectives of motivating the grantees to optimise their performance efficiency for the benefit of the Company, and to attract and retain or otherwise maintain on-going relationships with the grantees whose contributions are or will be beneficial to the long-term growth of the Group.

As the existing Option Scheme Mandate Limit available to be granted to eligible participants represents only approximately 8.67% of the total number of Shares in issue as at the Latest Practicable Date, the Directors consider that it is in the interest of the Company and the Shareholders as a whole to refresh the Option Scheme Mandate Limit to the 10% provided under Chapter 17 of the Listing Rules in order to provide the Company with greater flexibility in granting share options to eligible persons (including but not limited to employees of the Company and Directors) under the Share Option Scheme as incentives to rewarding their contribution to the Company. The Directors consider that the additional flexibility to be able to offer more share options is an important factor for the Company to attract potential recruits and to retain existing employees and officers of the Company.

LETTER FROM THE BOARD

It is proposed that subject to the approval of the Shareholders at the Annual General Meeting and such other requirements prescribed under the Listing Rules, the Option Scheme Mandate Limit will be refreshed so that the total number of Shares which may be issued upon exercise of all Share Options to be granted under the Share Option Scheme and all other share option schemes of the Company shall not exceed 10% of the Shares in issue as at the date of approval of the proposed refreshment by the Shareholders at the Annual General Meeting. Based on 2,996,255,008 Shares in issue as at the Latest Practicable Date and assuming that no further Shares are bought back or issued and no Share Options are being granted or exercised prior to the Annual General Meeting, upon the approval of the refreshment of the Option Scheme Mandate Limit of the Share Option Scheme, the Director will be authorised to issue options to subscribe for a total of 299,625,500 Shares, representing not more than 10% of the total number of Shares in issue as at the date of the passing of the resolution to refresh the Option Scheme Mandate Limit.

Share options previously granted under the Share Option Scheme and/or any other share option scheme(s) of the Company, including without limitation those outstanding, cancelled, lapsed, exercised or expired in accordance with the Share Option Scheme or any other share option schemes of the Company will not be counted for the purpose of the proposed refreshment.

The aggregate number of Shares which may be issued upon the exercise of all outstanding Share Options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company has not exceeded 30% of the Shares in issue as at the Latest Practicable Date. Save for the Share Option Scheme, the Company has no other share option schemes as at the Latest Practicable Date.

The refreshment of the Option Scheme Mandate Limit is conditional upon:

- (a) the approval of the Shareholders at the Annual General Meeting; and
- (b) the Stock Exchange granting approval for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any options granted under the refreshed limit of the Share Option Scheme.

An application will be made to the Listing Committee of the Stock Exchange for obtaining the approval mentioned in paragraph (b) above.

The “Common Splendor International Health Industry Group Limited Share Award Scheme” was approved by the Shareholders at the special general meeting held on 30 August 2018, which scheme is a discretionary scheme of the Company, which does not constitute a share option scheme or an arrangement analogous to a share option scheme for the purpose of Chapter 17 of the Listing Rules. Apart from the Share Option Scheme, the Company has no other share option scheme in effect as at the Latest Practicable Date.

RE-ELECTION OF DIRECTORS

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

LETTER FROM THE BOARD

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 Director, non-executive Director and independent non-executive Director 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.

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.

ANNUAL GENERAL MEETING

The notice of the Annual General Meeting is set out on pages 15 to 19 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 and the refreshment of the Share Option Scheme.

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

LETTER FROM THE BOARD

- (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.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters, the omission of which would make any statement herein or this circular misleading.

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 refreshment of the Option Scheme Mandate Limit, 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 2018 (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>
2018		
April	1.00	0.77
May	0.86	0.73
June	0.78	0.72
July	1.10	0.68
August	0.90	0.80
September	0.90	0.77
October	0.80	0.63
November	0.70	0.60
December	0.70	0.58
2019		
January	0.73	0.56
February	0.60	0.56
March	0.65	0.50
April (up to the Latest Practicable Date)	0.60	0.54

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

EXECUTIVE DIRECTOR

Ye Jiong Xian, aged 54, joined the Company as executive Director in December 2015 and has been appointed as the chief executive officer of the Company since December 2015. Mr. Ye is a chief surgeon, professor, doctor in management studies and doctoral advisor. He has over 30 years of experience in the fields of clinical medicine, teaching, scientific research and management. He once served as senior executives in a number of top class Grade A hospitals. Mr. Ye also held administrative positions with health care authorities for a number of years where he led the preparation work for setting up large general hospitals and won great awards in China. He was once sent to international universities such as the Harvard University to study where he accumulated rich experience in health care management. Mr. Ye is currently the executive member of Logistics Management Special Committee under the Chinese Hospital Association* (中國醫院協會醫院後勤管理專業委員會常務委員), the executive director of the Hospital Architecture System Research Branch under the Chinese Hospital Association* (中國醫院協會醫院建築系統研究分會常務理事), the editorial board member of the book titled Architecture and Equipment of Chinese Hospitals* (《中國醫院建築與裝備》) and the chief editor of the books titled Practices in Setting up Hospitals* (《醫院籌建務實》) and Norms for Etiquette of Medical Workers* (《醫務人員禮儀規範》).

According to the service agreement of Mr. Ye, he will hold office for a term of 3 years commencing on 18 December 2015, which will continue thereafter. According to the Bye-laws, Mr. Ye 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.

Mr. Ye is entitled to a fixed remuneration of HK\$460,000 per annum. The remuneration of Mr. Ye had been recommended by the remuneration committee (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 2018, the total emolument of Mr. Ye was HK\$460,000.

Save as disclosed above, Mr. Ye (i) did not hold any position in the Group as at the Latest Practicable Date; (ii) has not been a director of any other publicly listed company in the three years immediately preceding the Latest Practicable Date; (iii) does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules; and (iv) had no other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

NON-EXECUTIVE DIRECTOR

Mr. Lin Jiang, aged 54, 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 sectors. He has earned both a Bachelor's degree and a Master's degree in Economics from Sun Yat-sen University, along with a Doctor's degree from Jinan University in Economics, and completed his postdoctoral research on Applied Economics in Zhongnan University of Economics and Law. Mr. Lin is currently a Deputy Director, Research Center of Hong Kong Macau and the Pearl River Delta, Sun Yat-sen University, as well as an Economics professor in Lingnan College of Sun Yat-sen University. Moreover, he serves as an instructional committee member of Public Financial Class of High Education Institute of the Ministry of National Education* (國家教育部高等學校財政學類教學指導委員會), a part-time researcher for Cross-Strait Research Center* (海峽兩岸研究中心兼職研究員), an advisory member of Guangzhou Municipal Financial Experts Committee* (廣州市財政專家諮詢委員會), a specialist researcher of the Taiwan Affairs Offices of the People's Government of Guangdong Province and Guangdong Taiwan Research Centre* (廣東省人民政府台灣事務辦公室和廣東台灣研究中心), strategic expert of Guangzhou People's Government, 4th session (廣州市人民政府第四屆決策諮詢專家) and a consultation expert of the Budget Committee of Guangzhou Municipal People's Congress, 15th session. In addition, He was then the deputy general manager for the financial division of China Merchant Group Limited.

According to the service agreement of Mr. Lin, he will hold office for a term of 2 years commencing on 1 February 2013, which will continue thereafter. 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. The Director's fee of Mr. Lin had been recommended by the Remuneration Committee 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 2018, total emolument of Mr. Lin was HK\$150,000.

Save as disclosed above, Mr. Lin (i) did not hold any position in the Group as at the Latest Practicable Date; (ii) has not been a director of any other publicly listed company in the three years immediately preceding the Latest Practicable Date; (iii) does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules; and (iv) had no other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Mai Yang Guang, aged 54, joined the Company as INED in February 2013. He is also the chairman of the nomination committee of the Company, the chairman of the remuneration committee and a member of 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 service agreement of Mr. Mai, he will hold office for a term of 2 years commencing on 20 February 2013, which will continue thereafter. 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 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 2018, Mr. Mai received a Director's fee of HK\$150,000.

Save as disclosed above, Mr. Mai (i) did not hold any position in the Group as at the Latest Practicable Date; (ii) has not been a director of any other publicly listed company in the three years immediately preceding the Latest Practicable Date; (iii) does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company as defined in the Listing Rules; and (iv) had no other interests in the Shares or underlying Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

General

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders nor other information to be disclosed pursuant to any of the requirements of Rule 13.51(2) of the Listing Rules (particularly in relation to subparagraphs (h) to (v) therein) in relation to the proposed re-election of Messrs Ye Jiong Xian, Lin Jiang and Mai Yang Guang.



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 Thursday, 6 June 2019 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 2018.
2. To re-elect the following directors of the Company (each as a separate resolution):

Executive director:

(A) Mr. Ye Jiong Xian

Non-executive director:

(B) Mr. Lin Jiang

Independent Non-executive director:

(C) Mr. Mai Yang Guang
3. To authorise the board of directors of the Company to fix the directors’ remuneration.
4. To re-appoint HLB Hodgson Impey Cheng Limited as the auditor of the Company and to authorise the Directors to fix its remuneration.

NOTICE OF ANNUAL 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 (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 number 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 total number 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 number 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 total number 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 total number 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 total number of the issued share capital of the Company as at the date of passing this resolution.”

8. **“THAT**, subject to and conditional upon The Stock Exchange of Hong Kong Limited granting approval for the listing of, and permission to deal in, the shares in the share capital of the Company to be issued pursuant to the exercise of share options which may be granted under the Refreshed Option Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the existing share option scheme of the Company up to a new 10 per cent limit (the **“Refreshed Option Scheme Mandate Limit”**) be approved provided that:

- (i) the total number of Shares which may be issued upon exercise of options to be granted under such scheme after the date of the passing of this resolution, together with all options to be granted under any other share option scheme(s) of the Company on or after the date of passing this resolution, must not exceed 10 per cent of the number of Shares in issue as at the date of passing this resolution; and
- (ii) options granted prior to the date of passing this resolution under such scheme or any other share option scheme(s) of the Company (including without limitation those outstanding, cancelled, lapsed, exercised or expired in accordance with such scheme or such other scheme(s) of the Company) shall not be counted for the purpose of calculating the Refreshed Option Scheme Mandate Limit and any Director be and is hereby authorised to do such act and execute such document to effect the Refreshed Option Scheme Mandate Limit.”

By Order of the Board
**Common Splendor International
Health Industry Group Limited**
Wong Wing Cheung
Company Secretary

Hong Kong, 26 April 2019

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 26 April 2019.
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. With respect to resolution no. 8, approval is being sought from Shareholders to refresh the Option Scheme Mandate Limit.
9. This circular containing the information with respect to certain resolutions and this notice have been sent to the Shareholders together with the 2018 annual report of the Company.
10. 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.