

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, 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 notice.



COMMON SPLENDOR INTERNATIONAL HEALTH INDUSTRY GROUP LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 286)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting (“**Meeting**”) of Common Splendor International Health Industry Group Limited will be held at Room 2709-10, 27th Floor, North Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 17 December 2014 at 3:00 p.m. for the following purposes:

AS ORDINARY BUSINESS

1. **“THAT:**

- (a) the conditional sale and purchase agreement dated 28 June 2014 and supplemented and amended by a supplemental agreement dated 27 November 2014 entered into between Gold Stable Limited, Billion High Worldwide Investments Limited (“**Billion High**”), Mr. Huang Zhu Liang, Zhao Long International Medical Investment Management Group Limited and Guangdong Allad Commercial Development Company Limited in relation to the acquisition of 70% of the issued share capital of Zhao Long International Medical Investment Management Group Limited (together, the “**Acquisition Agreement**”) (a copy of the Acquisition Agreement marked “A” for identification purpose has been produced at the Meeting) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified;
- (b) the allotment and issuance of 45,007,288 new ordinary shares (each, a “**Consideration Share**”) of HK\$0.01 each in the share capital of the Company credited as fully paid at an issue price of HK\$0.686 per Consideration Share to Billion High pursuant to the terms and conditions of the Acquisition Agreement be and is hereby approved; and

- (c) the directors of the Company (the “Directors”) or duly authorised committee of the board of Directors be and are hereby authorised to do all such acts (including, without limitation, signing, executing (under hand or under seal), perfecting and delivery of all agreements, documents and instruments) which are in their opinion necessary, appropriate, desirable or expedient to implement or to give effect to the Acquisition Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith that are, in the opinion of the Directors, not material to the terms of the Acquisition Agreement and all transactions contemplated thereunder and are in interests of the Company.”

2. **“THAT**

- (a) the conditional provisional sale and purchase agreement dated 17 September 2014 and the formal sale and purchase agreement dated 30 September 2014 entered into between the Company, Regal Fortune Limited and Midland Realty (Comm.) Limited in relation to the disposal of 25 car parking spaces on various floors of Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong (together, the “**Disposal Agreement**”) (a copy of the Disposal Agreement marked “**B**” for identification purpose has been produced at the Meeting) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified; and
- (b) the Directors or duly authorised committee of the board of Directors be and are hereby authorised to do all such acts (including, without limitation, signing, executing (under hand or under seal), perfecting and delivery of all agreements, documents and instruments) which are in their opinion necessary, appropriate, desirable or expedient to implement or to give effect to the Disposal Agreement and all transactions contemplated thereunder and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendment and waiver of any of the matters relating thereto or in connection therewith that are, in the opinion of the Directors, not material to the terms of the Disposal Agreement and all transactions contemplated thereunder and are in interests of the Company.”

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

Hong Kong, 2 December 2014

Notes:

1. Any Shareholder entitled to attend and vote at the 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 Meeting or at any adjournment thereof.
3. The resolution as set out in this notice will be taken by poll.
4. As at the date hereof, the Board comprised 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.