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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 (the “**Company**”) 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, 28 August 2019 at 4:00 p.m. for the purpose of considering and, if thought fit, passing with or without modifying the following resolutions which will be proposed as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “THAT:

- (a) the equity transfer agreement dated 24 January 2019 (as amended and supplemented by a supplemental agreement dated 23 July 2019) entered into by 廣東同佳健康產業集團有限公司 (Guangdong Common Splendor Health Industry Company Limited*), a wholly-owned subsidiary of the Company, as purchaser, Ms. Zhu Yufei (“**Vendor A**”), 成都鵬益企業管理有限公司 (Chengdu Pengyi Enterprise Management Company Limited*), 深圳市陶潤管理諮詢合夥企業(有限合夥) (Shenzhen City Taorun Management Advisory Partnership (Limited Partnership)*), 深圳市愛心恒久遠資本管理合夥企業(有限合夥) (Shenzhen City Aixinhengjiuyuan Assets Management Partnership (Limited Partnership)*) (“**Vendor D**”), 深圳市創富博大投資中心(有限合夥) (Shenzhen City Chuangfuboda Investment Centre (Limited Partnership)*), 深圳市三好泰富資本投資合夥企業(有限合夥) (Shenzhen City Sanhaotai fu Capital Investment Partnership) (Limited Partnership)* as vendors (“**Vendors**”) and the Company as the guarantor in relation to the sale and

purchase of 88.5184% of the issued share capital of 深圳愛帝宮母嬰健康管理股份有限公司 (Shenzhen Aidigong Maternity Health Management Co., Ltd.*) at the aggregate maximum consideration of RMB888,000,000 (the “**Equity Transfer Agreement**”), a copy of which is marked “**A**” and signed by the chairman of the SGM for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects; and

- (b) each of the directors of the Company be and is hereby authorized to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Equity Transfer Agreement and any of the transactions contemplated thereunder.”

2. “**THAT:**

- (a) the subscription agreement dated 25 January 2019 entered into by the Company as issuer and Vendor A and Vendor D as subscribers in relation to the issue and subscription of up to 222,006,334 and 42,093,632 new ordinary shares of the Company (the “**First Subscription Shares**”) at a price of HK\$0.7 per First Subscription Share (the “**First Subscription Agreement**”), a copy of which is marked “**B**” and signed by the chairman of the SGM for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects;
- (b) subject to the fulfilment of the conditions of the First Subscription Agreement and conditional upon passing of resolution a) above, the board of directors (the “**Board**”) of the Company be and is hereby authorised to allot and issue the First Subscription Shares under a specific mandate in accordance with and subject to the terms and conditions of the First Subscription Agreement; and
- (c) each of the directors of the Company be and is hereby authorized to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the First Subscription Agreement and any of the transactions contemplated thereunder.”

3. “**THAT:**

- (a) the subscription agreement dated 28 May 2019 entered into by the Company as issuer and Suntek Global Growth Fund SPC as subscriber in relation to the issue and subscription of an aggregate of 500,000,000 new ordinary shares of

the Company (the “**Second Subscription Shares**”) at a price of HK\$0.4 per Second Subscription Share (the “**Second Subscription Agreement**”), a copy of which is marked “**C**” and signed by the chairman of the SGM for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects;

- (b) subject to the fulfilment of the conditions of the Second Subscription Agreement and conditional upon passing of resolution a) above, the Board of the Company be and is hereby authorised to allot and issue the Second Subscription Shares under a specific mandate in accordance with and subject to the terms and conditions of the Second Subscription Agreement; and
- (c) each of the directors of the Company be and is hereby authorized to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Second Subscription Agreement and any of the transactions contemplated thereunder.”

4. “**THAT:**

- (a) the placing agreement dated 28 May 2019 (as amended and supplemented by a side letter dated 17 June 2019) entered into by the Company as issuer and Kingston Securities Limited as placing agent in relation to the proposed placing of up to the maximum of 750,000,000 new ordinary shares of the Company (the “**Placing Shares**”) at the placing price of HK\$0.4 per Placing Share (the “**Placing Agreement**”), a copy of which is marked “**D**” and signed by the chairman of the SGM for identification purpose, and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified in all respects;
- (b) subject to the fulfilment of the conditions of the Placing Agreement and conditional upon passing of resolution a) above, the Board of the Company be and is hereby authorised to allot and issue the Placing Shares under a specific mandate in accordance with and subject to the terms and conditions of the Placing Agreement; and

- (c) each of the directors of the Company be and is hereby authorized to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Placing Agreement and any of the transactions contemplated thereunder.”

* *for identification purpose*

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

Hong Kong, 26 July 2019

Notes:

1. All resolutions (except for procedural and administrative matters) at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) and the results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the above meeting. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting or any adjournment thereof and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Members of the Company whose names appear on the register of members of the Company at 4:30 p.m. on Thursday, 22 August 2019 shall be entitled to attend and vote at the SGM. In order to be entitled to attend and vote at the SGM, all completed share transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on Thursday, 22 August 2019.

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

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