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

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**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).

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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  
ELECTION OF NEW DIRECTORS  
RE-APPOINTMENT OF AUDITORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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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 Tuesday, 31 May 2016 at 4:00 p.m. is set out on pages 21 to 25 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 2016

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
 <b>Letter from the Board</b>	
Introduction .....	4
General Mandate to Repurchase Shares .....	5
General Mandate to Issue New Shares .....	5
Refreshment of the Share Option Scheme .....	6
Re-election of Directors .....	8
Election of New Directors .....	8
Re-appointment of Auditors .....	9
Annual General Meeting .....	9
Right to Demand a Poll .....	9
Recommendation .....	10
 <b>Appendix I – Explanatory Statement</b> .....	 11
 <b>Appendix II – Details of Directors Proposed for Election and Re-election</b> .....	 14
 <b>Notice of Annual General Meeting</b> .....	 21

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

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## DEFINITIONS

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*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 Tuesday, 31 May 2016 at 4:00 p.m. or any adjournment thereof (as the case may be), notice of which is set out on pages 21 to 25 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

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## DEFINITIONS

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“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”	25 April 2016, 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
“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 and all other share option schemes 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
“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
“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

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## DEFINITIONS

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“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 published by the Securities and Futures Commission
“%”	per cent.

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## LETTER FROM THE BOARD

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### 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 Director*

Mr. Lin Jiang

*Independent Non-executive Directors*

Mr. Mai Yang Guang  
Mr. Yau Chi Ming  
Mr. Lam Chi Wing

*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 2016

*To the Shareholders*

Dear Sir or Madam,

**GENERAL MANDATES TO REPURCHASE AND ISSUE SHARES  
REFRESHMENT OF THE SHARE OPTION SCHEME  
RE-ELECTION OF DIRECTORS  
ELECTION OF NEW 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 21 to 25 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) approving the audited financial statements, Directors's report and auditor's report for the year ended 31 December 2015;

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## LETTER FROM THE BOARD

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

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## LETTER FROM THE BOARD

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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.

### 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 242,825,500 Share Options, representing 10% of the issued share capital of the Company as at the date of adoption of the Share Option Scheme. As at the Latest Practicable Date, an aggregate of 220,480,000 Share Options were granted to certain Directors, consultants and employees pursuant to the Share Option Scheme with reference to, among others, contributions made by relevant Directors, consultants and employees as well as certain performance targets as determined by the Board from time to time, further details of which are set forth below:

Number of Share Options granted as at Latest Practicable Date	220,480,000
Number of Share Options exercised as at Latest Practicable Date	168,000,000
Number of Share Options lapsed or expired as at Latest Practicable Date	16,680,000
Number of outstanding Share Options as at Latest Practicable Date	35,800,000

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.



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## LETTER FROM THE BOARD

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As the existing Option Scheme Mandate Limit available to be granted to eligible participants represents only approximately 0.86% 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.

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 2,596,255,008 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 259,625,500 Shares, representing 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.

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## **LETTER FROM THE BOARD**

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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.

### **RE-ELECTION OF DIRECTORS**

Pursuant to Bye-law 87 of the Bye-laws, Mr. Cheung Wai Kuen, Mr. Cheng Hau Yan and Mr. Yau Chi Ming 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, Mr. Cheng Hau Yan and Mr. Yau Chi Ming, 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.

### **ELECTION OF NEW DIRECTORS**

Pursuant to Bye-law 86(2) of the Bye-laws, Mr. Ye Jiong Xian was appointed as an executive Director and the chief executive officer of the Company with effect from 18 December 2015. Mr. Ye Jiong Xian shall retire from office as Director at the Annual General Meeting and being eligible, has offered himself for election as Director at the Annual General Meeting.

Pursuant to Bye-law 86(2) of the Bye-laws, Mr. Lam Chi Wing was appointed as an independent non-executive Director to fill up a causal vacancy on the Board with effect from 15 March 2016. Mr. Lam Chi Wing shall retire from office as Director at the Annual General Meeting and being eligible, has offered himself for election as Director at the Annual General Meeting.

Details of the above retiring Directors who have offered themselves for 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.

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## **LETTER FROM THE BOARD**

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### **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 21 to 25 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
- (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

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## LETTER FROM THE BOARD

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- (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, the extension of the Issue Mandate to the Shares repurchased pursuant to the Repurchase Mandate, the refreshment of the Share Option Scheme, the election and 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**  
**Lam King Ho**  
*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 2,596,255,008 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 259,625,500 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 2015 (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:

	<b>Price per Share</b>	
	<b>Highest</b>	<b>Lowest</b>
	<i>HK\$</i>	<i>HK\$</i>
April 2015	0.68	0.58
May 2015	0.66	0.57
June 2015	0.84	0.56
July 2015	0.81	0.55
August 2015	0.90	0.63
September 2015	0.81	0.73
October 2015	0.80	0.67
November 2015	0.80	0.70
December 2015	0.78	0.64
January 2016	0.68	0.60
February 2016	0.66	0.58
March 2016	0.73	0.59
April 2016 (up to the Latest Practicable Date)	0.77	0.65

#### **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 34.82% 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 38.69% 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).

**DIRECTORS PROPOSED FOR RE-ELECTION****MR. CHEUNG WAI KUEN**

Aged 42, joined the Company as executive Director in August 2012 and has been appointed as the chairman of the Board (the “Chairman”) in September 2012. He 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 was appointed an executive director of L’sea Resources International Holdings Limited (Stock Code: 195) on 4 December 2009. Mr. Cheung is a director of Champion Dynasty, a substantial shareholder of the Company.

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.

The Director’s fee of Mr. Cheung is HK\$150,000 per annum and a monthly salary of HK\$50,000 with year ended double pay. 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 2015, the total emolument of Mr. Cheung was HK\$818,000 which comprised Director’s fee of HK\$150,000, salary of HK\$650,000 and contributions to retirement benefit scheme of HK\$18,000.

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



As at the Latest Practicable Date, Mr. Cheung was a beneficial owner of Champion Dynasty, which owned 903,949,671 Shares, representing approximately 34.82% 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 are aware, there is nothing required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Cheung's re-election.

**MR. CHENG HAU YAN**

Aged 69, joined the Company as executive Director in August 2012 and has been appointed as the deputy chairman of the Board 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 and deputy chairman of the Board, 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.

The Director's fee of Mr. Cheng is HK\$150,000 per annum and a monthly salary of HK\$120,000 with year ended double pay. The Director's fee and salary as well as fringe benefit of Mr. Cheng had been recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities and prevailing market conditions and subject to the approval of the Shareholders at the AGM. For the year ended 31 December 2015, the total emolument of Mr. Cheng was HK\$1,728,000 which comprised Director's fee of HK\$150,000, salary of HK\$1,560,000 and contributions to retirement benefit scheme of HK\$18,000.

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

As at the Latest Practicable Date, Mr. Cheng held 4,000,000 Shares and his spouse, being a staff of an indirect wholly-owned subsidiary of the Company, held 4,300,000 Shares. Accordingly, Mr. Cheng was deemed to be interested in 8,300,000 Shares under Part XV of the SFO, representing approximately 0.32% of the existing issued share capital of the Company. Save as aforesaid, Mr. Cheng does not have any interest in the Shares within the meaning of Part XV of the SFO.

So far as the Directors are aware, there is nothing required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Cheng's re-election.

#### **MR. YAU CHI MING**

Aged 48, joined the Company as an independent non-executive Director in February 2013. He is also the chairman of the Audit Committee, and a member of the Remuneration Committee and the Nomination Committee. Mr. Yau has over 20 years of experience in auditing, accounting, corporate finance and corporate restructuring. He holds a bachelor degree in Social Sciences from The University of Hong Kong and is a member of the Hong Kong Institute of Certified Public Accountants. Mr. Yau is a Certified Public Accountant (Practising), an independent non-executive director of TeleEye Holdings Limited (Stock code: 8051) since April 2015 and an independent non-executive director of Cosmo Lady (China) Holdings Company Limited (Stock code: 2298) since June 2014 and company secretary of Consun Pharmaceutical Group Limited (Stock code: 1681) since March 2013. He worked with KPMG from 1995 to 2012 and became a partner in 2007. Save as disclosed above, Mr. Yau 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 Bye-laws, Mr Yau shall retire from office by rotation at least once every three years, and being eligible, will offer himself for re-election at the relevant annual general meetings. He will retire at the Annual General Meeting and being eligible, offer himself for re-election.

The Director's fee of Mr. Yau is HK\$150,000 per annum. The Director's fee of Mr. Yau 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 2015, Mr. Yau received a Director's fee of HK\$150,000.

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

As at the Latest Practicable Date, Mr. Yau held 1,000,000 Share Options, representing approximately 0.04% of the existing issued share capital of the Company. Save as aforesaid, Mr. Yau does not have any interest in the Shares within the meaning of Part XV of the SFO.

So far as the Directors are aware, there is nothing required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Yau's re-election.

**NEW DIRECTORS PROPOSED FOR ELECTION****MR. YE JIONG XIAN**

Aged 51, joined the Company as executive Director in December 2015 and has been appointed as the chief executive officer of the Company (the “CEO”) since December 2015. Mr. Ye is a chief surgeon, professor, doctor in management studies and doctoral advisor. He has nearly 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》).

Mr. Ye has not held any directorship in other listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

According to the Bye-laws, Mr. Ye is a Director appointed by the Directors on 18 December 2015. Following the requirements under the Bye-laws, Mr. Ye will hold office until the Annual General Meeting and being eligible, offer himself for-re-election at the Annual General Meeting.

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 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 2015, the total emolument of Mr. Ye was HK\$38,000.

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

As at the Latest Practicable Date, Mr. Ye owns 10,000,000 Share Options, representing approximately 0.39% of the existing issued share capital of the Company. Save as aforesaid, he does not have any interest in the Shares within the meaning of Part XV of the SFO.

So far as the Directors are aware, there is nothing required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Ye's re-election.

**MR. LAM CHI WING**

Aged 36, joined the Company as independent non-executive Director in March 2016. He is also a member of the Remuneration Committee, the Nomination Committee and the Audit Committee. Mr. Lam obtained a Bachelor of Business Administration degree in Accounting & Finance at the University of Hong Kong in 2003. Subsequently, Mr. Lam obtained a Master of Science degree in Knowledge Management at the Hong Kong Polytechnic University in 2006 and a Master of Business Administration degree at the Chinese University of Hong Kong in 2010. Mr. Lam is currently a doctoral candidate in Global Creative Industries of the University of Hong Kong. Mr. Lam served at PricewaterhouseCoopers in 2003. Mr. Lam subsequently joined Li & Fung Group, which he served as Group Chief Representative and General Manager, Southern China of Li & Fung Development (China) Limited in 2015 prior to his departure. Mr. Lam currently serves as director or consultant at a number of companies in Hong Kong and the PRC. Mr. Lam is a member of the Eleventh Zhongshan Committee of the Chinese People's Political Consultative Conference\* (中國人民政治協商會議第十一屆中山市委員), a member of the Tenth Committee of the Guangdong Province Youth Federation\* (廣東省青年聯合會第十屆委員), a member of the Eighth Committee of the Zhongshan Youth Federation\* (中山市青年聯合會第八屆委員), a member of the Committee of the Chinese Association of Hong Kong & Macao Studies\* (全國港澳研究會港區特邀代表), a member of the Expert Committee to the Second Ministry of Commerce Advisory Committee for Economic & Trade Policy\* (第二屆國家商務部經貿政策諮詢委員會專家), a member of The Y. Elites Association Limited (香港菁英會成員) and a member of the Chinese Academy of Governance (HK) Industrial and Commercial Professionals Alumni Association Limited\* (中國國家行政學院(香港)工商專業同學會成員). Mr. Lam served as a part-time member of the Central Policy Unit of the Government of Hong Kong from 2011 to 2012. Mr. Lam is currently the Vice Chairman of the Youth Division of China Commerce & Economy Society\* (中國商業經濟學會), Vice Chairman of the Guangdong Society of Commercial Economy\* (廣東省商業經濟學會), Deputy Dean of the Guangdong Asia Pacific E-Commerce Institute\* (廣東亞太電子商務研究院), Deputy Secretary-General of the Society of Guangdong Logistics and Supply Chain\* (廣東省物流與供應鏈學會). Mr. Lam is currently an Adjunct Professor at the Renmin University of China School of Business\* (中國人民大學商學院) and Zhejiang University

School of Management\* (浙江大學管理學院), a research fellow at each of the China Business Model Research Centre of the China Financial Research Institute at Tsinghua University School of Economics & Management\* (清華大學經管學院中國金融研究中心商業模式研究工作室), Sun Yat Sen University's Centre for Information Economy and Policy\* (中山大學信息經濟與政策研究中心), Guangdong University of Finance and Economics' Commerce Research Institute of Circulation Economy\* (廣東財經大學流通經濟研究所), Jinan University's Modern Distribution Research Centre\* (暨南大學現代流通研究中心) and Shenzhen University's Hong Kong and Macau Basic Law Research Centre\* (深圳大學港澳基本法研究中心).

Mr. Lam has not held any directorship in other listed public companies in Hong Kong or overseas in the last three years preceding the Latest Practicable Date.

According to the Bye-Laws, Mr. Lam is a Director appointed by the Directors on 15 March 2016. Following the requirements under the Bye-laws, Mr. Lam will hold office until the Annual General Meeting and being eligible, offer himself for re-election at the Annual General Meeting.

Mr. Lam is entitled to a Director's fee of HK\$150,000 per annum. The Director's fee of Mr. Lam 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 2015, Mr. Lam did not receive any remuneration as he joined the Company in March 2016.

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

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

So far as the Directors are aware, there is nothing required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, nor is there any other matter which needs to be brought to the attention of the Shareholders in connection with Mr. Lam's re-election.

\* for identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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### **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 will be held at Room 2709-10, 27th Floor, North Tower, Concordia Plaza, 1 Science Museum Road, Tsim Sha Tsui, Kowloon, Hong Kong on Tuesday, 31 May 2016 at 4:00 p.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To receive and consider the audited consolidated financial statements, Directors' report and the report of auditors of the Company for the year ended 31 December 2015.
2. To re-elect retiring Directors, to elect new 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.
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;

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## NOTICE OF ANNUAL GENERAL MEETING

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- (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;



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## NOTICE OF ANNUAL GENERAL MEETING

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- (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).”

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## NOTICE OF ANNUAL GENERAL MEETING

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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.”

7. “**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**  
**Lam King Ho**  
*Company Secretary*

Hong Kong, 29 April 2016

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## NOTICE OF ANNUAL GENERAL MEETING

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*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 elected and re-elected at the AGM are set out in Appendix II of this circular to the Shareholders dated 29 April 2016.
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. With respect to resolution no.7, 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 2015 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 as non-executive Director and Mr. Mai Yang Guang, Mr. Yau Chi Ming and Mr. Lam Chi Wing as independent non-executive Directors.