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If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Hong Kong Life Sciences and Technologies Group Limited** (the “Company”), you should at once hand this circular together with the accompanying form of proxy, to the purchaser(s) or transferee(s) or to the bank, licensed securities dealer, registered institution in securities or other agents through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).



Hong Kong Life Sciences and Technologies Group Limited

香港生命科學技術集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8085)

**PROPOSALS FOR
(1) GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
(2) RE-ELECTION OF DIRECTORS, AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company (the “AGM”) to be held at 5/F., Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong on Friday, 11 August 2017 at 11:00 a.m. is set out on pages 15 to 18 of this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and deposit the same as soon as possible and in any event not later than 48 hours before the time of the AGM or any adjournment thereof to the Company’s Hong Kong branch share registrar and transfer office, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

This circular will remain on the “Latest Company Announcements” page of the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited website at <http://www.hkgem.com> for a minimum period of seven days from the date of its publication and the Company’s website at <http://www.hklifesciences.com>.

11 July 2017

CHARACTERISTICS OF GEM

CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the main board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

In this circular, unless the context otherwise requires, the expressions shall have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 5/F., Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong on Friday, 11 August 2017 at 11:00 a.m. or any adjournment thereof
“Articles”	the articles of association of the Company as amended from time to time
“Board”	the board of Directors
“Companies Law”	the Companies Law (Revised) of the Cayman Islands and every modification thereof
“Company”	Hong Kong Life Sciences and Technologies Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“Extension Mandate”	a general and unconditional mandate proposed to be granted to the Directors to the effect that any Shares repurchased under the Repurchase Mandate will be added to the total number of Shares which may be allotted and issued under the Issue Mandate
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries from time to time
“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 and unconditional mandate proposed to be granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“Latest Practicable Date”	7 July 2017, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular

DEFINITIONS

“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China excluding Hong Kong
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase the Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.04 each in the capital of the Company
“Shareholder(s)”	the holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.



Hong Kong Life Sciences and Technologies Group Limited

香港生命科學技術集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8085)

Executive Directors:

Mr. David Lin Kao Kun (*Vice Chairman*)
Mr. Lu Zhiqiang (*Chief Executive Officer*)
Mr. Chui Kwong Kau
Mr. Jiang Hongqing
Ms. Li Mei

Non-executive Director:

Ms. Lam Kuo (*Chairman*)

Independent non-executive Directors:

Mr. Hung Yat Ming
Mr. Chan Yun Hing
Mr. Gui Qiangfang
Mr. Zhang James Jian Yuan

Registered office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands
British West Indies

***Head office and principal place of
business in Hong Kong:***

Unit 2704, 27/F
West Tower, Shun Tak Centre
168–200 Connaught Road Central
Hong Kong

11 July 2017

To the Shareholders

Dear Sir or Madam,

**PROPOSALS FOR
(1) GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES,
(2) RE-ELECTION OF DIRECTORS, AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM to approve, inter alia: (i) the Issue Mandate, the Repurchase Mandate and the Extension Mandate; (ii) the re-election of Directors and (iii) the notice of the AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 5 August 2016, the Directors were granted a general mandate to allot, issue and deal with additional Shares and a general mandate to repurchase Shares. These mandates will expire at the conclusion of the AGM. In order to give the Company, the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the AGM to approve the grant of new general mandates to the Directors.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will be proposed to the Shareholders to consider and, if thought fit, to grant to the Directors (i) the Issue Mandate to allot, issue and deal with additional Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution; (ii) the Repurchase Mandate to repurchase the Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of such resolution; and (iii) the Extension Mandate to extend the general mandate as set out in (i) above by the amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to the general mandate as mentioned in (ii) above.

Subject to the passing of the proposed resolutions for the approval of the Issue Mandate and the Repurchase Mandate, on the basis that no Shares are issued or repurchased by the Company during the period between the Latest Practicable Date and the date of the AGM, the Directors will be authorised to issue up to a maximum of 1,137,679,361 Shares pursuant to the Issue Mandate and will be authorised to repurchase up to 568,839,680 Shares pursuant to the Repurchase Mandate, representing approximately 20% and 10% respectively of the number of issued Shares of 5,688,396,805 as at the Latest Practicable Date.

Each of the Issue Mandate, the Repurchase Mandate and the Extension Mandate will expire at the earliest of: (a) the conclusion of the next annual general meeting of the Company; (b) the end of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; or (c) when revoked or varied by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.

Under the GEM Listing Rules, the Company is required to give the Shareholders an explanatory statement containing all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant to the Directors the Repurchase Mandate. The explanatory statement required by the GEM Listing Rules is set out in the Appendix I to this circular.

3. RE-ELECTION OF DIRECTORS

In accordance with Article 86(3) of the Articles, Mr. Zhang James Jian Yuan shall hold office until the AGM. He is subject to re-election and, being eligible, offer himself for re-election at the AGM.

LETTER FROM THE BOARD

In accordance with Article 87(1) of the Articles, Mr. Lu Zhiqiang, Mr. Chui Kwong Kau and Mr. Chan Yun Hing, being one-third of the Directors will retire as Directors by rotation and, being eligible, offer themselves for re-election as Directors at the AGM.

The Nomination Committee has assessed and reviewed each of the INEDs' annual written confirmation of independence based on the independence criteria as set out in Rule 5.09 of the GEM Listing Rules and confirmed that all of them, namely Mr. Hung Yat Ming, Mr. Chan Yun Hing, Mr. Gui Qiangfang and Mr. Zhang James Jian Yuan remain independent. The Board is of the view that all the retiring Directors will make contributions to the Group in promoting the Board diversity. Therefore, with the recommendation of the Nomination Committee, the Board has proposed that all the retiring Directors, stand for re-election as Directors at the AGM.

Particulars of each of Mr. Zhang James Jian Yuan, Mr. Lu Zhiqiang, Mr. Chui Kwong Kau and Mr. Chan Yun Hing are set out in Appendix II to this circular.

4. AGM

The notice of the AGM is set out on pages 15 to 18 of this circular. A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return the same as soon as possible and in any event not later than 48 hours before the time of the AGM or any adjournment thereof to the Company's Hong Kong branch share registrar and transfer office, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish.

In accordance with Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all proposed resolutions put to the vote at the AGM will be taken by way of poll pursuant to Article 66 of the Articles and the Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

5. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

LETTER FROM THE BOARD

6. RECOMMENDATION

The Directors are of the opinion that the Issue Mandate, the Repurchase Mandate, the Extension Mandate and the re-election of Directors referred to in this circular are in the interests of the Company and the Shareholders as a whole and recommend you to vote in favour of all the resolutions to be proposed at the AGM.

Yours faithfully

By order of the Board

Hong Kong Life Sciences and Technologies Group Limited

Lu Zhiqiang

Executive Director and Chief Executive Officer

This Appendix serves as an explanatory statement, as required by the GEM Listing Rules, to provide requisite information as to the proposed Repurchase Mandate.

1. GEM LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The GEM Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, there were a total of 5,688,396,805 Shares in issue. Subject to the passing of the proposed resolution for approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 568,839,680 Shares, representing 10% of the issued share capital as at the Latest Practicable Date.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to seek a general authority from the Shareholders to enable the Company to repurchase the Shares on the Stock Exchange or any other stock exchange on which the Shares are listed. Share repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASE

Repurchase made pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Articles, the Companies Law and other applicable laws of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Under the Companies Law, repurchases by the Company may only be made out of profits of the Company or out of the proceeds of a fresh issue of Shares made for the purpose, or out of capital on if immediately following the date the payment out of capital is proposed to be made, the Company shall be able to pay its debts as they fall due in the ordinary course of business. Any premium payable on a purchase over the par value of the Shares to be purchased must be provided for out of profits of the Company or out of the Company's share premium account.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate was to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 March 2017, being the date of its latest published audited consolidated financial statements. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

5. EFFECT OF TAKEOVERS CODE

If, as a result of the repurchase of the Shares by the Company pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increases will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder, or group of Shareholders acting in concert (within the meaning under the Takeovers Code) could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, the following shareholders had interests representing 5% or more of the issued share capital of the Company:

Name	Number of Shares held	Nature of interest	Approximate percentage of total issued Shares	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Mr. David Lin Kao Kun	946,490,333	Beneficial owner	16.64%	18.49%
Mr. Lau Ngai Cheung (Note)	752,850,000	Beneficial owner and interest of controlled corporation	13.23%	14.71%
Primeshare Globe (Hong Kong) Inv.Co., Ltd.	721,452,000	Beneficial owner	12.68%	14.09%
Pacific Fortune Global Limited	474,032,000	Beneficial owner	8.33%	9.26%
Sheng Yuan Financial Services Group Limited	371,286,903	Beneficial owner	6.53%	7.25%

Note: Mr. Lau Ngai Cheung has a direct 100% interest in Pacific Fortune Global Limited. Under the SFO, Mr. Lau is deemed to be interested in 474,032,000 Shares registered in the name of Pacific Fortune Global Limited.

On the basis of the aforesaid increase of shareholding held by the Shareholders set out above, the Directors are not aware of any consequences of such repurchases of Shares that would result in any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rules 26 and 32 of the Takeovers Code if the Repurchase Mandate was exercised in full.

The Directors will not repurchase the Shares on GEM if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

6. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange in each of the 12 months immediately preceding (and including) the Latest Practicable Date were as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2016		
July	0.1500	0.1330
August	0.1420	0.1040
September	0.1350	0.0970
October	0.1170	0.0980
November	0.1460	0.1020
December	0.1400	0.1060
2017		
January	0.1630	0.1230
February	0.1490	0.1280
March	0.1450	0.1170
April	0.1380	0.1100
May	0.1260	0.1020
June	0.1280	0.1100
July (up to the Latest Practicable Date)	0.1230	0.1030

7. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months immediately preceding the Latest Practicable Date.

8. UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange that they will only exercise the power of the Company to make repurchase pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the GEM Listing Rules), have any present intention to sell any Shares to the Company under the Repurchase Mandate if such is approved by the Shareholders at the AGM and exercised.

9. CONNECTED PERSON

No core connected person (as defined in the GEM Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to do so in the event that the Repurchase Mandate is granted.

Details of the Directors who will retire from their office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

Mr. Zhang James Jian Yuan (“Mr. Zhang”)

Qualification and experience

Mr. Zhang, aged 52, was appointed as an independent non-executive Director and the member of audit committee on 7 July 2017, has over 25 years of experience in financial and banking industry, including positions in private wealth management at Merrill Lynch and as a managing director of investment banking at TerraNova Capital Partners, Inc. Mr. Zhang is currently a director of BioLight Life Sciences Ltd since May 2015, the shares of which are listed on Tel-Aviv Stock Exchange (Stock Code: BOLT). Mr. Zhang is a business partner with a substantial shareholder of the Company in two private companies incorporated in Hong Kong. Mr. Zhang is a minority shareholder and a director of these private companies. Mr. Zhang holds a Master of Arts from Brooklyn College of the City University of New York and a Bachelor of Arts in Accounting from Jinan University in Guangzhou, China.

Save as disclosed above, Mr. Zhang did not hold any other position with the Group and any directorships held in the last three years in other listed companies, and he did not have other major appointments and professional qualifications before the Latest Practicable Date.

Interests in Shares

As at the Latest Practicable Date, Mr. Zhang did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Relationships

Save as disclosed above, Mr. Zhang does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Others

Mr. Zhang has not entered into any service agreement nor has any specified or proposed length of service with the Company in respect of his appointment but he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles.

Mr. Zhang is entitled to an annual director’s fee of HK\$120,000, which was recommended by the remuneration committee of the Company with reference to his duties and responsibilities with the Group and the market benchmark, and determined by the Board.

Save as disclosed herein, there is no other matter that need to be brought to the attention of the Shareholders nor other information relating to Mr. Zhang is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Lu Zhiqiang (“Mr. Lu”)*Qualification and experience*

Mr. Lu, aged 42, was appointed as an executive Director and the chief executive officer of the Company on 30 September 2011. Mr. Lu is also the compliance officer, the authorized representative and the directors of various subsidiaries of the Company. He holds a Master of Business Administration Degree from Central State University of the United States of America, a Bachelor Degree in Engineering and a Bachelor Degree in Industry from Nanchang Hangkong University. Mr. Lu attended the program of a Master of Science Degree from the International Purchasing & Supply Chain Management Audencia NANTES.Ecole de Management. Mr. Lu has many years’ experience in corporate management and investment. Mr. Lu is currently an executive director of Extrawell Pharmaceutical Holdings Limited (stock code: 858). He was an executive director of Global Energy Resources International Group Limited (Stock code 8192) from 28 November 2014 to 2 September 2016 and a non-executive director of Lamtex Holdings Ltd. (formerly known as China New Energy Power Group Limited, Stock Code: 1041) from 29 October 2014 to 9 July 2015.

Save as disclosed above, Mr. Lu did not hold any other position with the Group and any directorships held in the last three years in other listed companies, and he did not have other major appointments and professional qualifications before the Latest Practicable Date.

Interests in Shares

As at the Latest Practicable Date, Mr. Lu did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Relationships

Mr. Lu does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Others

Mr. Lu has not entered into any service agreement nor has any specified or proposed length of service with the Company in respect of his appointment but he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles.

Mr. Lu is entitled to an annual director’s fee of HK\$504,000, which was recommended by the remuneration committee of the Company with reference to his duties and responsibilities with the Group and the market benchmark, and determined by the Board.

Save as disclosed herein, there is no other matter that need to be brought to the attention of the Shareholders nor other information relating to Mr. Lu is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Chui Kwong Kau (“Mr. Chui”)*Qualification and experience*

Mr. Chui, aged 50, was appointed as a non-executive Director on 19 October 2009 and subsequently re-designated as an executive Director on 30 November 2009. Mr. Chui is also a member of the remuneration committee, the authorized representative, the agent for the service of process in Hong Kong and the directors of various subsidiaries of the Company. He has over 20 years’ experience in financial management, accounting and auditing fields. Mr. Chui is currently a non-executive director of each of Hsin Chong Group Holdings Limited (stock code: 404), Ngai Shun Holdings Limited (stock code: 1246) and DeTai New Energy Group Limited (stock code: 559). He was an executive director of China Energy Development Holdings Limited (stock code: 228) from 5 October 2005 to 30 June 2016 and an independent non-executive director of Aurum Pacific (China) Group Limited (stock code: 8148) from 17 March 2010 to 16 March 2016.

Save as disclosed above, Mr. Chui did not hold any other position with the Group and any directorships held in the last three years in other listed companies, and he did not have other major appointments and professional qualifications before the Latest Practicable Date.

Interests in Shares

As at the Latest Practicable Date, Mr. Chui did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Relationships

Mr. Chui does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Others

Mr. Chui has not entered into any service agreement nor has any specified or proposed length of service with the Company in respect of his appointment but he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles.

Mr. Chui is entitled to an annual director’s fee of HK\$639,600, which was recommended by the remuneration committee of the Company with reference to his duties and responsibilities with the Group and the market benchmark, and determined by the Board.

Save as disclosed herein, there is no other matter that need to be brought to the attention of the Shareholders nor other information relating to Mr. Chui is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Chan Yun Hing (“Mr. Chan”)*Qualification and experience*

Mr. Chan, aged 69, was appointed as an independent non-executive Director on 21 September 2012. Mr. Chan is also the member of each of the audit committee, the remuneration committee and the nomination committee of the Company. He holds a degree of Master of Business Administration from Research Institute of Tsinghua University in Shenzhen (RITS), China - University of Wales. Mr. Chan is currently the director and consultant of Huizhou Da Ya Wan Hui Li Group Limited*. He is also the Standing Committee Member of Guangdong Huizhou of the Chinese People’s Political Consultative Conference, the Vice Chairman and the Secretary-General of Hong Kong Federation of Huichow Associations Limited and the Deputy Secretary-General of Hong Kong Federation of Guangdong Hakka Associations.

Save as disclosed above, Mr. Chan did not hold any other position with the Group and any directorships held in the last three years in other listed companies, and he did not have other major appointments and professional qualifications before the Latest Practicable Date.

Interests in shares of the Company

As at the Latest Practicable Date, Mr. Chan did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Relationships

Mr. Chan does not have any relationship with any Directors, senior management of the Company, substantial Shareholders or controlling Shareholders.

Others

Mr. Chan has not entered into any service agreement nor has any specified or proposed length of service with the Company in respect of his appointment but he is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles.

Mr. Chan is entitled to an annual director’s fee of HK\$120,000, which was recommended by the remuneration committee of the Company with reference to his duties and responsibilities with the Group and the market benchmark, and determined by the Board.

Save as disclosed herein, there is no other matter that need to be brought to the attention of the Shareholders nor other information relating to Mr. Chan is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING



Hong Kong Life Sciences and Technologies Group Limited

香港生命科學技術集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8085)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting of Hong Kong Life Sciences and Technologies Group Limited (the “**Company**”) will be held at 5/F., Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong on Friday, 11 August 2017 at 11:00 a.m. (or an adjournment thereof) to consider and, if thought fit, pass with or without amendments the following ordinary resolutions:

1. to receive and consider the audited financial statements, the Directors’ report and the independent auditor’s report for the year ended 31 March 2017;
2. (a) to re-elect Mr. Zhang James Jian Yuan as an independent non-executive Director;
(b) to re-elect Mr. Lu Zhiqiang as an executive Director;
(c) to re-elect Mr. Chui Kwong Kau as an executive Director;
(d) to re-elect Mr. Chan Yun Hing as an independent non-executive Director; and
(e) to authorise the board of Directors to fix the Directors’ remuneration;
3. to re-appoint Pan-China (H.K.) CPA Limited as the auditors of the Company and to authorise the board of Directors to fix its remuneration; and

as special businesses, to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modification):

ORDINARY RESOLUTIONS

4. “**THAT:**
 - (a) subject to paragraph (c) below, pursuant to the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.04 each (each, the “**Share**”) in the

NOTICE OF ANNUAL GENERAL MEETING

capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the aggregate of the share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to share options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any share options granted under all share option schemes of the Company adopted from time to time in accordance with the GEM Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “**Articles**”) in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares shall not exceed 20% of the aggregate of the share capital of the Company in issue as at the date of the passing of this resolution; and
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Cayman Islands to be held; and
- (iii) when revoked or varied by an ordinary resolution of the shareholders of the Company (the “**Shareholders**”) in a general meeting prior to the next annual general meeting of the Company.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the Company’s register of Shareholders on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent

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of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to repurchase Shares in the capital of the Company on the Stock Exchange, or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange, the Companies Law of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of the Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (as defined in paragraph (c) below) shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or the applicable laws of the Cayman Islands to be held; and
- (iii) when revoked or varied by an ordinary resolution of the Shareholders in a general meeting prior to the next annual general meeting of the Company.”

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6. “**THAT** conditional on the passing of resolutions numbered 4 and 5 above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4 above be and is hereby extended by the addition to the aggregate of the Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate of the share capital of the Company purchased by the Company pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 5 above.”

By order of the Board
Hong Kong Life Sciences and Technologies Group Limited
Lu Zhiqiang
Executive Director and Chief Executive Officer

Hong Kong, 11 July 2017

Notes:

- (a) Any Shareholders entitled to attend and vote at the above meeting is entitled to appoint one or, if he/she/it is the holder of two or more Shares, more than one proxy to attend and vote on his/her/its behalf in accordance with the Articles. A proxy need not be a Shareholder.
- (b) To be valid, a form of proxy together with any power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Standard Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time appointed for holding of the above meeting or any adjournment thereof.
- (c) Completion and return of an instrument appointing a proxy will not preclude a Shareholder from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
- (d) In the case of joint registered holders of any Share(s), any one of such joint holders may vote, either in person or by proxy, in respect of such Share(s) as if he/she/it was solely entitled thereto if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names first stand in the register of Shareholders in respect of the joint holding.