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If you are in doubt as to any aspect of this supplemental 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 supplemental 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)

SUPPLEMENTAL CIRCULAR
TO THE CIRCULAR DATED 11 JULY 2017
(1) PROPOSED RE-ELECTION OF DIRECTOR
AND
(2) REVISED NOTICE OF POSTPONED ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of the Company dated 11 July 2017 (the “**Circular**”) in relation to, among other things, proposals for grant of general mandates to issue and repurchase shares, re-election of directors.

A revised notice convening the postponed annual general meeting (the “**Postponed AGM**”) of the Company to be held at 5/F., Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong on Friday, 15 September 2017 at 11:00 a.m. is set out on pages 6 to 9 of this supplemental circular. The revised form of proxy (the “**Revised Form of Proxy**”) is also enclosed with this supplemental circular for use at the Postponed AGM.

Whether or not you are able to attend the Postponed AGM in person, you are requested to complete and return the enclosed Revised 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 Postponed 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 Revised Form of Proxy will not preclude you from attending and voting at the Postponed AGM or any adjournment thereof should you so wish.

This supplemental 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>.

23 August 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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LETTER FROM THE BOARD



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
Dr. Sun Yu

Registered office:

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

Non-executive Director:

Ms. Lam Kuo (*Chairman*)

***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

Independent non-executive Directors:

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

23 August 2017

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR TO
THE CIRCULAR DATED 11 JULY 2017
(1) PROPOSED RE-ELECTION OF DIRECTOR
AND**

(2) REVISED NOTICE OF POSTPONED ANNUAL GENERAL MEETING

1. INTRODUCTION

This supplemental circular should be read together with the Circular in relation to, among other things, proposals for grant of general mandates to issue and repurchase shares, re-election of directors. Unless otherwise defined, capitalised terms used herein shall have the same meanings as defined in the Circular.

LETTER FROM THE BOARD

Subsequent to the despatch of the Circular to the Shareholders on 11 July 2017, the Company announced on 7 August 2017 that Dr. Sun Yu (“**Dr. Sun**”) has been appointed as an executive Director with effect from 7 August 2017. Dr. Sun Yu will hold office until the annual general meeting dated 15 September 2017 and shall be eligible for re-election in accordance with the Articles. The AGM originally scheduled to be held at on 11:00 a.m. on Friday, 11 August 2017 will be postponed to 11:00 a.m. on Friday, 15 September 2017. The venue of the Postponed AGM will remain unchanged at 5/F., Euro Trade Centre, 13–14 Connaught Road Central, Hong Kong.

The purpose of this supplemental circular is to provide you with information in respect of the arrangement of the Postponed AGM and the additional resolution to be proposed at the Postponed AGM to approve the re-election of Dr. Sun as an executive Director, and to provide Shareholders with the Revised Notice of Postponed AGM and the Revised Form of Proxy.

2. RE-ELECTION OF DIRECTOR

Reference is made to the announcement of the Company dated 7 August 2017 in relation to the appointments of Dr. Sun as an executive Director of the Company with effect from 7 August 2017. In accordance with Article 86(3) of the Articles, Dr. Sun shall hold office until the Postponed AGM. He is subject to re-election and, being eligible, offer himself for re-election at the Postponed AGM.

The following are the biographical details of Dr. Sun proposed to be re-elected at the Postponed AGM:

Dr. Sun Yu

Qualification and experience

Dr. Sun, aged 45, has over 10 years of experience in management and investment. He is a director of 北京西格碼列頓信息技術有限公司 (Beijing Xigmar Information Technology Limited*) since May 2017 and was a partner of 四川天府瑞領股權投資基金管理有限公司 (Sichuan Tianfu Realeader Investment Fund Management Corporation Ltd.*) from April 2016 to April 2017. Dr. Sun holds a Doctor of Philosophy in Systems Design Engineering from University of Waterloo, Canada and a Bachelor Degree in Computer Application from 哈爾濱工業大學 (Harbin Institute of Technology*, China).

Save as disclosed above, Dr. Sun 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 21 August 2017, being the latest practice date (the “**Latest Practice Date**”) prior to the printing of this supplemental circular for the purpose of ascertaining certain information contained herein

Interests in Shares

As at the Latest Practice Date, Dr. Sun did not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

* For identification only

LETTER FROM THE BOARD

Relationships

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

Others

Dr. Sun 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.

Dr. Sun 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 Dr. Sun is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

3. POSTPONEMENT OF ANNUAL GENERAL MEETING

Subsequent to the despatch of the Circular to the Shareholders on 11 July 2017, the Company announced on 7 August 2017 that Dr. Sun has been appointed as an executive Director with effect from 7 August 2017. In accordance with the Articles, any Directors appointed by the Board shall hold office until the next following annual general meeting and shall then be eligible for re-election at the annual general meeting. Pursuant to the requirement under Rule 17.46 of the GEM Listing Rules, not less than 10 business days' notice shall be given to the Shareholders for them to consider the information contained in this supplemental circular.

The annual general meeting originally scheduled to be held at 11:00 a.m. on Friday, 11 August 2017 as set out in the AGM Notice has postponed to 11:00 a.m. on Friday, 15 September 2017 at 5/F., Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong.

LETTER FROM THE BOARD

4. REVISED NOTICE OF THE POSTPONED AGM AND ARRANGEMENT RELATING TO THE REVISED FORM OF PROXY

Since the notice of annual general meeting as set out in the Circular and the form of proxy (the “**First Form of Proxy**”) sent together with the Circular do not contain the proposed additional resolution for the re-election of Dr. Sun as an executive Director, the revised notice of the Postponed AGM is set out on pages 6 to 9 of this supplemental circular and the Revised Form of Proxy for use at the Postponed AGM has been prepared and is enclosed with this supplemental circular.

Whether or not you are able to attend the Postponed AGM in person, you are requested to complete and return the enclosed Revised 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 Postponed AGM or any adjournment thereof (the “**Closing Time**”) 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 (the “**Branch Share Registrar**”). Completion and return of the Revised Form of Proxy will not preclude you from attending and voting at the Postponed AGM or any adjournment thereof should you so wish.

A Shareholder who has not yet lodged the First Form of Proxy with the Branch Share Registrar is requested to lodge the Revised Form of Proxy if he/she/it wishes to appoint proxy(ies) to attend the Postponed AGM on his/her/its behalf. In this case, the First Form of Proxy should not be lodged with the Branch Share Registrar.

A Shareholder who has already lodged the First Form of Proxy with the Branch Share Registrar should note that:

- (i) If no Revised Form of Proxy is lodged with the Branch Share Registrar, the First Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed. The proxy so appointed by the Shareholder will be entitled to cast his/her/its votes or to abstain from voting at his/her/its discretion on any resolution properly put to the Postponed AGM including the resolution for re-election of Dr. Sun Yu as an executive Director of the Company as set out in this supplemental circular and the revised notice of the Postponed AGM.
- (ii) If the Revised Form of Proxy is lodged with the Branch Share Registrar before the Closing Time, the Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed. The Revised Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by the Shareholder.

LETTER FROM THE BOARD

- (iii) If the Revised Form of Proxy is lodged with the Branch Share Registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Form of Proxy will be deemed invalid. The First Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder. The proxy appointed by the Shareholder under the First Form of Proxy will be entitled to vote in the manner as mentioned in (i) above as if no Revised Form of Proxy is lodged with the Branch Share Registrar. Accordingly, Shareholders are advised to complete the Revised Form of Proxy carefully and lodge the Revised Form of Proxy before the Closing Time. If such Shareholders wish to vote at the Postponed AGM, they will have to attend in person and vote at the Postponed AGM themselves.

Shareholders are reminded that completion and delivery of the First Form of Proxy and/or the Revised Form of Proxy will not preclude Shareholders from attending and voting in person at the Postponed AGM if they so wish and in such event, such form(s) of proxy shall be deemed to be revoked.

5. RESPONSIBILITY STATEMENT

This supplemental 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 supplemental circular misleading.

6. RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors are of the opinion that the proposed re-election of Dr. Sun as an executive Director as set out in this supplemental circular is in the interests of the Company and the Shareholders as a whole and recommend you to vote in favour of the resolution in relation to the re-election of Dr. Sun as an executive Director to be proposed at the Postponed AGM.

Yours faithfully

By order of the Board

Hong Kong Life Sciences and Technologies Group Limited

Lu Zhiqiang

Executive Director and Chief Executive Officer

REVISED NOTICE OF POSTPONED AGM



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)

REVISED NOTICE OF POSTPONED ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the postponed annual general meeting (the “**Postponed AGM**”) 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, 15 September 2017 at 11:00 a.m. 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 auditors’ 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;

(e) to re-elect Dr. Sun Yu as an executive Director; and

(f) 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

REVISED NOTICE OF POSTPONED AGM

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 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

REVISED NOTICE OF POSTPONED AGM

expense or delay which may be involved in determining the existence or extent 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.”

REVISED NOTICE OF POSTPONED AGM

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, 23 August 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 (the “**Branch Share Registrar**”) not later than 48 hours before the time appointed for holding of the above meeting or any adjournment thereof (the “**Closing Time**”).
- (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.
- (e) Since the form of proxy (the “**First Form of Proxy**”) sent together with the circular dated 11 July 2017 do not contain the proposed additional resolution for the re-election of Dr. Sun as an executive Director, the revised form of proxy (the “**Revised Form of Proxy**”) for use at the Postponed AGM has been prepared and is enclosed with the supplemental circular.
- (f) **IMPORTANT:** A Shareholder who has not yet lodged the First Form of Proxy with the Branch Share Registrar is requested to lodge the Revised Form of Proxy if he/she/it wishes to appoint proxy(ies) to attend the Postponed AGM on his/her/its behalf. In this case, the First Form of Proxy should not be lodged with the Branch Share Registrar.

REVISED NOTICE OF POSTPONED AGM

- (g) **IMPORTANT:** A Shareholder who has already lodged the First Form of Proxy with the Branch Share Registrar should note that:
- (i) If no Revised Form of Proxy is lodged with the Branch Share Registrar, the First Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed. The proxy so appointed by the Shareholder will be entitled to cast his/her/its votes or to abstain from voting at his/her/its discretion on any resolution properly put to the Postponed AGM including the resolution for re-election of Dr. Sun Yu as an executive Director of the Company as set out in this supplemental circular and the revised notice of the Postponed AGM.
 - (ii) If the Revised Form of Proxy is lodged with the Branch Share Registrar before the Closing Time, the Revised Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed. The Revised Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by the Shareholder.
 - (iii) If the Revised Form of Proxy is lodged with the Branch Share Registrar of the Company after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the Revised Form of Proxy will be deemed invalid. The First Form of Proxy, if correctly completed, will be treated as a valid form of proxy lodged by the Shareholder. The proxy appointed by the Shareholder under the First Form of Proxy will be entitled to vote in the manner as mentioned in (i) above as if no Revised Form of Proxy is lodged with the Branch Share Registrar. Accordingly, Shareholders are advised to complete the Revised Form of Proxy carefully and lodge the Revised Form of Proxy before the Closing Time. If such Shareholders wish to vote at the Postponed AGM, they will have to attend in person and vote at the Postponed AGM themselves.
- (h) The register of members of the Company will be closed from 12 September 2017 to 15 September 2017, both days inclusive, during which period no transfer of Shares will be registered. For determining the entitlement of members of the Company to attend and vote at the Postponed AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Branch Share Registrar no later than 4:30 p.m. on 11 September 2017 for registration.