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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, 30 August 2019 at 11:00 a.m. is set out on pages 18 to 21 of this circular.

Whether or not you are able to attend the AGM in person, you are requested to complete and return the enclosed the 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 (with effect from 11 July 2019, the Hong Kong branch share registrar of the Company will change its address to Level 54, 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 GEM 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>.

27 June 2019

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board 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, 30 August 2019 at 11:00 a.m., of 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 GEM operated by 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”	21 June 2019, 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. Lu Zhiqiang (*Chief Executive Officer*)
Mr. Chui Kwong Kau
Mr. Zhang James Jian Yuan
Dr. Sun Yu
Mrs. Cheung Fan Karen
Mr. Lau Ngai Cheung

Registered office:

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

Independent non-executive Directors:

Mr. Hung Yat Ming
Mr. Chan Yun Hing
Mr. Tang Hua

***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

27 June 2019

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

In order to give the flexibility for the Company 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, Mrs. Cheung Fan Karen, Mr. Lau Ngai Cheung and Mr. Tang Hua shall hold office until the AGM. They are subject to re-election and, being eligible, offer themselves for re-election at the AGM.

In accordance with Article 87(1) of the Articles, Mr. Hung Yat Ming and Mr. Chan Yun Hing will retire as Directors by rotation and, being eligible, offer themselves for re-election as Directors at the AGM.

LETTER FROM THE BOARD

Recommendations to the Board for the proposal for re-election of each of Mrs. Cheung Fan Karen and Mr. Lau Ngai Cheung as an executive Director and each of Mr. Hung Yat Ming, Mr. Chan Yun Hing and Mr. Tang Hua as an independent non-executive Director were made by the Nomination Committee, after having considered a range of diversity perspectives including but not limited to skills, knowledge, gender, age, cultural and educational background or professional experience, as set out in the board diversity policy of the Company.

The Nomination Committee has assessed and reviewed the annual written confirmation of independence of each of the independent non-executive Directors 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 and Mr. Tang Hua 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.

The Nomination Committee is also of the view that each of Mr. Hung Yat Ming, Mr. Chan Yun Hing and Mr. Tang Hua would bring to the Board their own perspective, skills and experience, as further described in their respective biographies in Appendix II to this circular.

Based on the board diversity policy adopted by the Company, the Nomination Committee considers that each of Mr. Hung Yat Ming, Mr. Chan Yun Hing and Mr. Tang Hua can contribute to the diversity of the Board, in particular, with their strong and diversified educational backgrounds and extensive experience in commercial, financial, accounting, pharmaceutical and medical expertise.

Therefore, the Board, with the recommendation of the Nomination Committee, has nominated Mr. Hung Yat Ming, Mr. Chan Yun Hing and Mr. Tang Hua for re-election as independent non-executive Directors at the AGM.

Particulars of each of Mrs. Cheung Fan Karen, Mr. Lau Ngai Cheung, Mr. Hung Yat Ming, Mr. Chan Yun Hing and Mr. Tang Hua are set out in Appendix II to this circular.

4. AGM

The notice of the AGM is set out on pages 18 to 21 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 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 (with effect from 11 July 2019, the Hong Kong branch share registrar of the

LETTER FROM THE BOARD

Company will change its address to Level 54, 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. CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from 27 August 2019 to 30 August 2019, 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 AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with 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 (with effect from 11 July 2019, the Hong Kong branch share registrar of the Company will change its address to Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong), no later than 4:30 p.m. on 26 August 2019 for registration.

6. 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.

7. 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 & 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 2019, 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	1,054,330,333	Beneficial owner	18.53%	20.59%
Mr. Lau Ngai Cheung (“Mr. Lau”) (Note 1)	756,850,000	Beneficial owner, interest of spouse and interest of controlled corporation	13.31%	14.78%
Mrs. Cheung Fan Karen (“Mrs. Cheung”) (Note 1)	756,850,000	Beneficial owner/interest of spouse	13.31%	14.78%
Pacific Fortune Global Limited (Note 1)	474,032,000	Beneficial owner	8.33%	9.26%

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
Primeshare Globe (Hong Kong) Inv. Co., Limited	721,452,000	Beneficial owner	12.68%	14.09%
A Plus Capital Management Limited (<i>Note 2</i>)	320,800,000	Investment manager	5.64%	6.27%
Tiger Capital Fund SPC — Tiger Global SP (<i>Note 2</i>)	320,800,000	Beneficial owner	5.64%	6.27%

Notes:

- Each of Mr. Lau and Mrs. Cheung is deemed to be interested in a total of 756,850,000 Shares of which 4,000,000 Shares are held by Mrs. Cheung and 752,850,000 Shares are held by Mr. Lau and Pacific Fortune Global Limited. Mr. Lau has a direct 100% interest in Pacific Fortune Global Limited. By virtue of the SFO, Mr. Lau is deemed to be interested in 474,032,000 Shares, registered in the name of Pacific Fortune Global Limited. Mrs. Cheung is the spouse of Mr. Lau. Therefore, Mrs. Cheung is deemed to be interested in all of the Shares owned by Mr. Lau and Mr. Lau is deemed to be interested in all of the Shares owned by Mrs. Cheung.
- A Plus Capital Management Limited is the beneficial owner of Tiger Capital Fund SPC — Tiger Global SP.

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>
2018		
June	0.0700	0.0560
July	0.0680	0.0450
August	0.0600	0.0130
September	0.0900	0.0310
October	0.0620	0.0360
November	0.0400	0.0300
December	0.0460	0.0260
2019		
January	0.0390	0.0300
February	0.0330	0.0280
March	0.0320	0.0150
April	0.0180	0.0130
May	0.0180	0.0100
June (up to the Latest Practicable Date)	0.0100	0.0100

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:

Mrs. Cheung Fan Karen (“Mrs. Cheung”)

Qualification and experience

Mrs. Cheung, aged 53, was appointed as an executive Director on 26 September 2018. She is also the directors of various subsidiaries of the Company. Mrs. Cheung has many years of experience in management and investment including construction works and medical equipment. Mrs. Cheung is a director of Rock-One Engineering Company Limited and Rock-One Group Life Sciences Investment Limited. Mrs. Cheung is the spouse of Mr. Lau Ngai Cheung, an executive Director and a substantial shareholder of the Company. Mrs. Cheung is also a business partner in several private companies with Mr. Zhang James Jian Yuan, an executive Director. Mrs. Cheung holds a Master of Business Administration from Peking University and Bachelor degree in civil engineering from Huaqiao University.

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

Interests in Shares

As at the Latest Practicable Date, Mrs. Cheung is deemed to be interested in a total of 756,850,000 Shares, representing approximately 13.31% of the issued Shares, of which 4,000,000 Shares are held by Mrs. Cheung and 752,850,000 Shares are held by Mr. Lau Ngai Cheung and Pacific Fortune Global Limited. Mr. Lau Ngai Cheung has a direct 100% interest in Pacific Fortune Global Limited. By virtue of the SFO, Mr. Lau Ngai Cheung is deemed to be interested in 474,032,000 Shares registered in the name of Pacific Fortune Global Limited. Mrs. Cheung is the spouse of Mr. Lau Ngai Cheung. Therefore, Mrs. Cheung is deemed to be interested in all of the Shares owned by Mr. Lau Ngai Cheung.

Save as disclosed above, Mrs. Cheung does not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Relationships

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

Others

Mrs. Cheung has not entered into any service agreement nor has any specified or proposed length of service with the Company in respect of her appointment but she 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.

Mrs. Cheung is entitled to an annual director's fee of HK\$552,000, which was recommended by the remuneration committee of the Company with reference to her 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 Mrs. Cheung is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Lau Ngai Cheung (“Mr. Lau”)

Qualification and experience

Mr. Lau, aged 54, was appointed as an executive Director on 25 January 2019. He has many years of experience in management and investment including construction and reclamation works and medical equipment. Mr. Lau is a director and a major shareholder of Rock-One Engineering Company Limited and Rock-One Group Life Sciences Investment Limited. Mr. Lau is the spouse of Mrs. Cheung Fan Karen, an executive Director and a substantial shareholder of the Company. Mr. Lau is also a business partner in several private companies with Mr. Zhang James Jian Yuan, an executive Director. Mr. Lau holds a bachelor's degree in engineering from Wahnian Industrial College, the People's Republic of China (now known as South China University of Technology).

Save as disclosed above, Mr. Lau 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. Lau is deemed to be interested in a total of 756,850,000 Shares, representing approximately 13.31% of the issued Shares, of which 4,000,000 Shares are held by Mrs. Cheung Fan Karen and 752,850,000 Shares are held by himself and Pacific Fortune Global Limited. Mr. Lau has a direct 100% interest in Pacific Fortune Global Limited. By virtue of the SFO, Mr. Lau is deemed to be interested in 474,032,000 Shares registered in the name of Pacific Fortune Global Limited. Mr. Lau is the spouse of Mrs. Cheung Fan Karen. Therefore, Mr. Lau is deemed to be interested in all of the Shares owned by Mrs. Cheung Fan Karen.

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

Others

Mr. Lau 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. Lau is entitled to an annual director's fee of HK\$552,000, 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. Lau is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

Mr. Hung Yat Ming (“Mr. Hung”)*Qualification and experience*

Mr. Hung, aged 67, was appointed as an independent non-executive Director on 28 March 2013. Mr. Hung is also the chairman of each of the audit committee, the remuneration committee and the nomination committee of the Company. He graduated from The University of Hong Kong with a Bachelor degree in Mathematics and obtained a graduate diploma in Accounting from University of Strathclyde, Glasgow. Mr. Hung has over 30 years of experience in accounting and finance and is a financial controller of a Hong Kong listed company. He is a member of The Institute of Chartered Accountants of Scotland and Hong Kong Institute of Certified Public Accountants. Mr. Hung is currently an independent non-executive director of each of Asia Standard Hotel Group Limited (stock code: 292) and Asia Orient Holdings Limited (stock code: 214).

Save as disclosed above, Mr. Hung 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. Hung does not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

Relationships

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

Others

Mr. Hung 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. Hung is entitled to an annual director's fee of HK\$132,000, 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. Hung 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 71, was appointed as an independent non-executive Director on 21 September 2012. Mr. Chan is also a 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

As at the Latest Practicable Date, Mr. Chan does 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.

* For identification purposes only

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\$132,000, 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.

Mr. Tang Hua (“Mr. Tang”)*Qualification and experience*

Mr. Tang, aged 49, was appointed as an independent non-executive Director on 26 September 2018. Mr. Tang is also a member of each of the audit committee, the remuneration committee and the nomination committee of the Company. He has over 26 years of experience in pharmaceutical and medical devices industry including operations management, sales and marketing, product development and registration. Mr. Tang served as general manager of Shaanxi Aierfu Activtissue Engineering Company Limited and Shenzhen AiNear Cornea Engineering Company Limited from 2008 to 2015 and executive director of 廣東康嘉投資有限公司 (Guangdong Kang Jia Investment Company Limited*) from 2015 to 2017. He is an executive director of 西安盤古醫藥科技有限公司 (Xian Pan Gu Medicine Technology Company Limited*) since 2017. Mr. Tang graduated from Shaanxi College of Traditional Chinese Medicine (now known as Shaanxi University of Chinese Medicine) in Traditional Chinese Medicine. Mr. Tang is a licensed pharmacist of Chinese Medicine issued by the State Administration of Traditional Chinese Medicine of the People's Republic of China.

Save as disclosed above, Mr. Tang 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. Tang does not have any interests or underlying interests in the Shares within the meaning of Part XV of the SFO.

* For identification purposes only

Relationships

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

Others

Mr. Tang 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. Tang is entitled to an annual director's fee of HK\$132,000, 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. Tang is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.



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, 30 August 2019 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 2019;
2.
 - (a) to re-elect Mrs. Cheung Fan Karen as an executive Director;
 - (b) to re-elect Mr. Lau Ngai Cheung as an executive Director;
 - (c) to re-elect Mr. Hung Yat Ming as an independent non-executive Director;
 - (d) to re-elect Mr. Chan Yun Hing as an independent non-executive Director;
 - (e) to re-elect Mr. Tang Hua as an independent non-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

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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 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 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

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(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 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

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(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.”

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, 27 June 2019

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 (with effect from 11 July 2019, the Hong Kong branch share registrar of the Company will change its address to Level 54, 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.
- (e) The register of members of the Company will be closed from 27 August 2019 to 30 August 2019, 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 AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with 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 (with effect from 11 July 2019, the Hong Kong branch share registrar of the Company will change its address to Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong), no later than 4:30 p.m. on 26 August 2019 for registration.