
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

If you have sold or transferred all your shares in **China Longevity Group Company Limited** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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CHINA LONGEVITY GROUP COMPANY LIMITED
中國龍天集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1863)

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

A notice convening an annual general meeting of the Company (“AGM”) to be held at Sijia Industrial Garden Zone, Huanxi Town, Jinan District, Fuzhou, PRC on Saturday, 26 June 2021 at 10:30 a.m. is set out on pages 14 to 18 of this circular.

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Hong Kong branch share registrar and transfer office of the Company, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong as soon as possible and in any event not less than 48 hours before the commencement of the AGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

Hong Kong, 22 April 2021

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held on Saturday, 26 June 2021 at 10:30 a.m. to consider and, if thought fit, to approve, among other things, the proposed grant of the General Mandates and the proposed re-election of Directors;
“Articles” or “Articles of Association”	the articles of association of the Company;
“Board”	the board of Directors;
“close associate(s)”	has the meaning ascribed to this term under the Listing Rules;
“Company”	China Longevity Group Company Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange;
“core connected person”	has the meaning ascribed to this term under the Listing Rules;
“Director(s)”	the director(s) of the Company;
“General Mandates”	the Issuance Mandate and the Repurchase Mandate;
“Group”	the Company and all of its subsidiaries;
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	the issuance mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the total number of issued Shares of the Company as at the date of granting of the Issuance Mandate;

DEFINITIONS

“Latest Practicable Date”	9 April 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company;
“Repurchase Mandate”	the repurchase mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the total number of issued Shares of the Company as at the date of granting of the Repurchase Mandate;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong);
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company;
“Shareholder(s)”	holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs of Hong Kong;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong; and
“%”	per cent.

LETTER FROM THE BOARD



CHINA LONGEVITY GROUP COMPANY LIMITED

中國龍天集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1863)

Executive Directors:

Mr. Lin Shengxiong (*Chairman*)

Mr. Huang Wanneng

Mr. Jiang Shisheng

Independent Non-executive Directors:

Mr. Lau Chun Pong

Mr. Lu Jiayu

Ms. Jiang Ping

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

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

Room 617, 6/F., Seapower Tower

Concordia Plaza

1 Science Museum Road

Tsimshatsui East

Kowloon, Hong Kong

22 April 2021

To Shareholders

Dear Sir or Madam,

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

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the grant of the General Mandates to the Directors; and (ii) the re-election of Directors.

LETTER FROM THE BOARD

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the proposed grant of the General Mandates, the proposed re-election of Directors and the notice of the AGM.

GENERAL MANDATES

At the AGM, the Directors propose to seek the approval of the Shareholders to grant the General Mandates to the Directors.

Issuance Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional issuance mandate (i.e. the Issuance Mandate) to allot, issue and deal with unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme for employees of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles) or make or grant offers, agreements, options and warrants which might require the exercise of such power, of an aggregate amount of up to 20% of the total number of issued Shares as at the date of granting of the Issuance Mandate.

In addition, a separate ordinary resolution will further be proposed for authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 852,612,470 Shares in issue. Subject to the passing of the resolutions for the approval of the Issuance Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issuance Mandate to allot, issue and deal with a maximum of 170,522,494 Shares.

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional repurchase mandate to repurchase Shares (i.e. the Repurchase Mandate) on the Stock Exchange of an aggregate amount of up to 10% of the total number of issued Shares as at the date of granting of the Repurchase Mandate.

LETTER FROM THE BOARD

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 85,261,247 Shares.

The General Mandates shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandates up to 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, the Companies Law (Law 3 of 1961, as consolidated and revised) or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the General Mandates by ordinary resolution of the Shareholders in general meeting.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

RE-ELECTION OF DIRECTORS

Pursuant to Article 84(1) of the Articles, at each annual general meeting one-third of the Directors for the time being (or, if their number is not a multiple of three (3), the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three (3) years. Article 84(2) of the Articles provides that the Directors to retire by rotation shall include (so far as necessary to ascertain the number of directors to retire by rotation) any Director who wishes to retire and not to offer himself for re-election.

Accordingly, Mr. Lin Shenxiong and Mr. Huang Wanneng will retire by rotation at the AGM, and being eligible, offer themselves for re-election at the AGM.

The brief biographical details of Mr. Lin Shenxiong and Mr. Huang Wanneng are set out in Appendix II to this circular.

FINAL DIVIDENDS

The Board does not recommend the payment of a final dividend for the year ended 31 December 2020.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

A notice of AGM, which contains, inter alia, ordinary resolutions to approve the proposed grant of the Issuance Mandate and the Repurchase Mandate, and the proposed re-election of Directors is set out on pages 13 to 16 of this circular.

A form of proxy for use of the AGM is enclosed with this circular. Whether or not you intend to attend at the AGM, you are requested to complete the proxy form and return it in accordance with the instructions printed thereon as soon as possible and in any event so as to be received not less than forty-eight (48) hours before the time fixed for holding the meeting. The completion and return of the proxy form will not preclude you from attending and voting at the AGM or any adjournment thereof.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders of a company at a general meeting must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution put to the vote of the AGM in accordance with the Articles. Each Shareholder who has the right to attend and vote at the AGM is entitled to appoint one or more proxies, whether they are Shareholders or not, to attend and vote at the AGM on his behalf.

An announcement on the poll results will be published by the Company on the date of the Annual General Meeting in the manner as prescribed under Rule 13.39(5) of the Listing Rules. The results of the poll shall be deemed to be the resolution of the general meeting in which the poll was demanded or required and the poll results will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.chinalongevity.hk).

RESPONSIBILITY STATEMENT

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

RECOMMENDATION

The Directors consider that the proposed grant of the Issuance Mandate and the Repurchase Mandate and the re-election of Directors are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend all Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully,

By order of the Board

China Longevity Group Company Limited

Lin Shengxiong

Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 852,612,470 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 85,261,247 fully paid Shares, representing 10% of the issued share capital of the Company as at the date of passing of the resolution.

2. REASONS FOR THE REPURCHASE

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings per Share and will only be made when the Directors believe that a repurchase will benefit the Company and its Shareholders as a whole.

3. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the laws of the Cayman Islands and the Memorandum of Association and the Articles of Association of the Company for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 December 2020, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

4. DISCLOSURE OF INTERESTS, TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase 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 could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following Shareholders are interested in more than 5% of the shares then in issue:

Name of Shareholder	Long/Short position	Capacity/ Nature of interest	Number of shares held	Approximate	Approximate
				percentage of shareholding in the Company	percentage of shareholding if the Repurchase Mandate is exercised in full
Hopeland International Holdings Company Limited ^(Note 1)	Long position	Beneficial owner	410,886,000	48.19%	53.55%
Lin Shengxiong ^(Note 1)	Long position	Interests in controlled corporation	410,886,000	48.19%	53.55%

Name of Shareholder	Long/Short position	Capacity/ Nature of interest	Number of shares held	Approximate	Approximate
				percentage of shareholding in the Company	percentage of shareholding if the Repurchase Mandate is exercised in full
Lin Hongting ^(Note 2)	Long position	Interests of spouse	410,886,000	48.19%	53.55%
Glory Bright Investments Enterprise Limited ^(Note 3)	Long position	Beneficial owner	59,011,000	6.92%	7.69%
Lin Wanpeng ^(Note 3)	Long position	Interests in controlled corporation	59,011,000	6.92%	7.69%
Wang Huiqing ^(Note 4)	Long position	Interests of spouse	59,011,000	6.92%	7.69%

Notes:

- As at the Latest Practicable Date, the entire issued share capital of Hopeland International Holdings Company Limited is beneficially owned by Lin Shengxiong who is deemed to be interested in the Shares held by Hopeland International Holdings Company Limited pursuant to the SFO. Mr. Lin Shengxiong, is an executive Director of the Company.
- As at the Latest Practicable Date, Lin Hongting is the spouse of Lin Shengxiong, and therefore is deemed to be interested in the Shares in which Lin Shengxiong is interested for the purposes of the SFO.
- As at the Latest Practicable Date, the entire issued share capital of Glory Bright Investments Enterprise Limited is beneficially owned by Lin Wanpeng who is deemed to be interested in the Shares held by Glory Bright Investments Enterprise Limited pursuant to the SFO.
- As at the Latest Practicable Date, Wang Huiqing is the spouse of Lin Wanpeng, and therefore is deemed to be interested in the Shares in which Lin Wanpeng is interested for the purposes of the SFO.

Save as disclosed above, no other interest or short position in the Shares and underlying Shares of the Company were recorded in the register required to be kept under section 336 of the SFO as at the Latest Practicable Date.

On the basis of the current shareholdings of the above Shareholders, so far as the Directors are aware, an exercise of the Repurchase Mandate in full will not result in any Shareholders becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of any persons to make a general offer under the Takeovers Code or the number of shares in the hands of the public falling below the prescribed minimum percentage of 25%.

5. SHARE REPURCHASES MADE BY THE COMPANY

The Company did not purchase any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

6. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to sell any of the Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is authorised.

7. SHARE PRICES

The trading in the Shares has been suspended since 14 February 2013 and the Share Price at that time was HK\$1.37 per Share.

DIRECTORS PROPOSED TO BE RE-ELECTED

The biographical details of the retiring Directors proposed to be re-elected at the AGM are set out as follows:

Mr. Lin Shengxiong (林生雄先生)

Mr. Lin Shengxiong (“**Mr. Lin**”), aged 57, is the Chairman and an executive Director of the Company. Mr. Lin is one of the founders of the Group and a substantial shareholder of the Company. Mr. Lin was appointed as a Director on 7 October 2009. Other than holding directorship in the Company, Mr. Lin is also a director of China Grandsoo Holding Company Limited and Sijia International Holding Limited. He is responsible for all strategic planning of the Group. Mr. Lin has over 34 years of experience in the polymers and plastics industry. He has extensive experience in corporate development and production management. Mr. Lin was elected as the life honorary chairman of Association of Plastic Material Industry of Fuzhou City* (福州塑膠同業公會) and the honorary chairman of the Nantai Federation of Enterprises and Entrepreneurs of Pingtan Comprehensive Pilot Zone* (平潭綜合實驗區嵐台企業與企業家聯合會) in 2018. He was also elected as the president of Private Technology Entrepreneur Association of Fuzhou City* (福州市民營科技實業家協會) and the president of Sanming Chamber of Commerce of Fuzhou City* (福州市三明商會) in 2018. Mr. Lin completed the certificate course for graduate students in world economics in Graduate Students’ College of Xiamen University (廈門大學研究生學院) in September 2001.

Save as disclosed above, Mr. Lin does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

As at the date of this circular, Mr. Lin owns 100% equity interest in Hopeland International Holdings Company Limited which owns 410,886,000 shares of the Company. Accordingly, Mr. Lin is deemed to be interested in 410,886,000 shares of the Company under the SFO.

Mr. Lin has renewed his service contract with the Company for a term of 1 year commencing 30 June 2021 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Lin will receive an annual remuneration of approximately RMB960,000 (which is determined after taking into account his qualification and working experience, as well as the prevailing market conditions).

Mr. Huang Wanneng (黃萬能先生)

Mr. Huang Wanneng (“**Mr. Huang**”), aged 52, is an executive Director of the Company. Mr. Huang was appointed as a Director on 7 October 2009. Other than holding directorship in the Company, Mr. Huang is also the manager of Sijia New Material (Shanghai) Co., Ltd.* (思嘉環保材料科技(上海)有限公司). He is principally responsible for the research and development of the Group. Mr. Huang is a chief mechanical engineer and has 32 years of experience in the polymer and plastic industry. He has extensive experience in on-site management, development of technology and equipments and improvement in production techniques. Mr. Huang joined the Group and served as deputy general manager and chief engineer of Fujian Sijia, mainly responsible for the new equipments, technology and product development, equipment management and technology reform of equipments since September 2002. Prior to joining the Group, Mr. Huang worked for Fujian Hongming Plastics Co., Ltd.* (福建省宏明塑膠股份有限公司) where he served various positions, namely, workshop technician, workshop supervisor, equipment engineer and department chief of equipment department from July 1989 to August 2002. During this period, Mr. Huang specialised in management of production automation system used in the manufacturing of polymer products. He obtained his bachelor’s degree in electric engineering from Southeast University in July 1989. He was awarded the title of “Model Worker of Fuzhou City” by the People’s Government of Fuzhou in 2013, awarded the honorary title of “top 10 inventor in Fuzhou City” by the Fuzhou Municipal Labour Union* (福州市總工會), and selected as an awardee in the first “Jin’an District Outstanding Talents Award” by the People’s Government of Jin’an District, Fuzhou, Fujian in early 2018.

Save as disclosed above, Mr. Huang does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

As at the date of this circular, Mr. Huang is a beneficial owner of 5,060,000 shares of the Company.

Mr. Huang has renewed his service contract with the Company for a term of 3 years commencing 1 April 2021 and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Huang will receive an annual remuneration of approximately RMB720,000 (which is determined after taking into account his qualification and working experience, as well as the prevailing market conditions).

Save as disclosed above, there are no other matters relating to the re-election that need to be brought to the attention of the Shareholders of the Company and there is no other information that should be disclosed pursuant to paragraph 13.51(2) of the Listing Rules.

* *for identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING



CHINA LONGEVITY GROUP COMPANY LIMITED

中國龍天集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1863)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of China Longevity Group Company Limited (the “**Company**”) will be held at Sijia Industrial Garden Zone, Huanxi Town, Jinan District, Fuzhou, Fujian, PRC on Saturday, 26 June 2021 at 10:30 a.m. to transact the following ordinary business:

ORDINARY RESOLUTIONS

1. To receive and approve the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and the auditors of the Company for the year ended 31 December 2020;
2. To re-elect Mr. Lin Shengxiong as an executive Director of the Company;
3. To re-elect Mr. Huang Wanneng as an executive Director of the Company;
4. To authorise the board of Directors to fix the Directors’ remuneration;
5. To re-appoint ZHONGHUI ANDA CPA LIMITED as the auditors of the Company and authorise the board of Directors to fix their remuneration;

NOTICE OF ANNUAL GENERAL MEETING

6. As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

A. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (“**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with the unissued shares of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above, shall be in addition to any other authorisations given to the Directors and shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into shares of the Company) which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of Shares allotted, issued or otherwise dealt with or agreed conditionally or unconditionally to be allotted, issued or otherwise dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval granted in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company; or (iii) the exercise of any options granted under the share option scheme or similar arrangement for the time being adopted or to be adopted for the grant or issue of shares or rights to acquire shares of the Company approved by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”); or (iv) any issue of shares upon 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 total number of issued Shares of the Company as at the date of passing this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by any applicable laws or the articles of association of the Company to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means the allotment, issue or grant of shares open for a period fixed by the Directors to the holders of shares of the Company on the register of members on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

B. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase issued shares of the Company of HK\$0.001 each on the Stock Exchange, subject to and in accordance with all applicable laws and requirements of the Securities and Futures Commission and the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of shares of the Company to be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued Shares of the Company in issue as at the date of passing of this resolution, and the said approval shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this resolution:

“**Relevant Period**” shall have the same meaning as ascribed to it under the resolution set out in paragraph 6A(d) of this Notice.”

- C. “**THAT** conditional upon passing of the resolutions set out in paragraphs 6A and 6B of this Notice, the general mandate granted to the Directors to exercise the powers of the Company to allow, issue and otherwise deal with the shares of the Company pursuant to the resolution set out in 6A of this Notice and is hereby extended by the addition thereto an amount of shares representing the total number of shares of the Company purchased or otherwise acquired by the Company pursuant to the authority granted to the Directors under the resolution set out in paragraph 6B above, provided that such amount shall not exceed 10% of the total number of issued Shares amount of the issued share capital of the Company at the date of passing this resolution.”

Yours faithfully,

By Order of the Board

China Longevity Group Company Limited

Lin Shengxiong

Chairman

Hong Kong, 22 April 2021

Notes:

1. A member entitled to attend and vote at the annual general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of the Company, to vote on his behalf. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof must be lodged with the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. The register of members of the Company will be closed from Tuesday, 22 June 2021 to Saturday, 26 June 2021 (both days inclusive) for the purpose of ascertaining shareholders' entitlement to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at Room 2103B, 21/F, 148 Electric Road, North Point, Hong Kong not later than 4:30 p.m. on Monday, 21 June 2021.

NOTICE OF ANNUAL GENERAL MEETING

4. Where there are joint holders of any share, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at any meeting the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. Please refer to Appendix II to the circular dated 22 April 2021 for the biographical details of the retiring Directors subject to re-election at the meeting.
6. In relation to resolution No. 6B, an explanatory statement as required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited is set out in Appendix I to the circular.
7. A form of proxy for use at the above meeting is enclosed.

As at the date of this notice, the Board of the Company comprises three Executive Directors, namely, Mr. Lin Shengxiong, Mr. Huang Wanneng and Mr. Jiang Shisheng; three Independent Non-executive Directors, namely, Mr. Lau Chun Pong, Mr. Lu Jiayu and Ms. Jiang Ping.