
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 15 June 2024 at 10:30 a.m. is set out on pages AGM-1 to AGM-4 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 (i.e., no later than 10:30 a.m. on 13 June 2024 (Hong Kong time)). 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, 26 April 2024

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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 15 June 2024 at 10:30 a.m.;
“Articles” or “Articles of Association”	the articles of association of the Company currently in force;
“Audit Committee”	the audit committee of the Board;
“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;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“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;
“Latest Practicable Date”	18 April 2024, 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;

DEFINITIONS

“Memorandum” or “Memorandum of Association”	the memorandum of association of the Company currently in force;
“Nomination Committee”	the nomination committee of the Board;
“Remuneration Committee”	the remuneration committee of the Board;
“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 as amended, supplemented or otherwise modified from time to time; 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. Liu Jun (*Chairman*)
Mr. Jiang Shisheng
Mr. Gao Juwen

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 1307, New East Ocean Centre,
9 Science Museum Road,
Tsimshatsui East,
Kowloon, Hong Kong

26 April 2024

To the 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

The purposes of this circular are to provide you with information in respect of the resolutions to be proposed at the AGM and to seek the Shareholders' approval at the AGM for, among other things, (i) the grant of the General Mandates to the Directors; and (ii) the re-election of Directors and to give you the notice of the AGM.

LETTER FROM THE BOARD

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 the Issuance Mandate to allot, issue and deal with 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.

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 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.

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 on the basis of 852,612,470 Shares in issue as at the date of the passing of the relevant resolution assuming no issue of new Shares takes place between the Latest Practicable Date and the date of the AGM.

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 of Association, the Companies Act (Cap.22 of the Cayman Islands, 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.

LETTER FROM THE BOARD

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. Liu Jun and Mr. Jiang Shisheng as executive Directors and Mr. Lau Chun Pong as an independent non-executive Director will retire by rotation at the AGM, and being eligible, offer themselves for re-election at the AGM.

The brief biographical details including their perspectives, skills and experience of Mr. Liu Jun, Mr. Jiang Shisheng and Mr. Lau Chun Pong are set out in Appendix II to this circular.

Recommendation by the Nomination Committee with respect to the independent non-executive Director subject to re-election at the AGM

The Nomination Committee has received and reviewed the written confirmation of independence of Mr. Lau Chun Pong who has offered himself for re-election at the AGM and assessed his independence based on the independence criteria as set out in the Rule 3.13 of the Listing Rules and is satisfied that he remains independent in accordance with Rule 3.13 of the Listing Rules.

In addition, the Nomination Committee evaluated the performance of Mr. Lau Chun Pong and is of the view that he has provided valuable contributions to the Company and has demonstrated his ability to provide independent, balanced and objective view to the Company's affairs. The Nomination Committee is of the view that Mr. Lau Chun Pong would bring to the Board his own perspectives, skills and experience, as set out in Appendix II to this circular.

Taking into account various diversity aspects as set out in the board diversity policy of the Company, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, the Nomination Committee considers that Mr. Lau Chun Pong can contribute to the diversity of the Board.

Therefore, the Board, with the recommendation of the Nomination Committee, has nominated Mr. Lau Chun Pong for re-election as an independent non-executive Director at the AGM.

FINAL DIVIDENDS

The Board does not recommend the payment of a final dividend for the year ended 31 December 2023.

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

A notice of AGM, which contains, among others, 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 AGM-1 to AGM-4 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 (i.e., no later than 10:30 a.m. on 13 June 2024 (Hong Kong time)). 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 AGM 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.

RECOMMENDATION

The Directors consider that the resolutions to be proposed at the AGM are in the best interests of the Company and its Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

By order of the Board
China Longevity Group Company Limited
Liu Jin
Chairman

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

This Appendix serves as an explanatory statement related to the Repurchase Mandate, as required by the Listing Rules, to provide requisite information necessary to enable you to make an informed decision on whether to vote for or against such resolution.

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 applicable laws of the Cayman Islands and the Listing Rules and the Memorandum of Association and the Articles of Association for such purpose.

4. MATERIAL ADVERSE CHANGE

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company as compared with those as at 31 December 2023, being the date of its most recent 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.

5. 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.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

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:

Number of shareholding	Long/ Short position	Capacity/ Nature of interest	Name of shares held	Approximate percentage of shareholding in the Company	Approximate 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%
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 a former executive Director of the Company and has tendered his resignation with effect from 1 December 2022 due to his own plan of career development.
- 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.

APPENDIX I EXPLANATORY STATEMENT ON REPURCHASE MANDATE

3. 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.
4. 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%.

6. 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.

7. 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.

8. 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.

9. CONFIRMATION BY THE COMPANY

The Company confirms that neither the explanatory statement nor the Repurchase Mandate has any unusual features.

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:

Executive Directors**Mr. Liu Jun (劉俊先生)**

Mr. Liu Jun (劉俊) (“**Mr. Liu**”), aged 43, is an executive Director. Mr. Liu is the general manager of the building materials business department of the Group, is primarily responsible for the Group’s building materials sales business operation. Mr. Liu joined the Group in May 2003 and served as the head of the business section, the general manager of the industrial cloth procurement center in East China, the general manager of the materials business department and other positions of Fujian Sijia Industrial Material Co., Ltd.* (福建思嘉環保材料科技有限公司) (“**Fujian Sijia**”) between May 2003 and December 2009, where he established the positioning of Sijia material, created “Sijia 9A” brand and determined the Group’s leading position in the new domestic material industry. He was designated as the general manager of Xiamen Grandsoo Industrial & Trade Company Limited from January 2010 to February 2018, where he established a sales team and the “Jiang Taigong”*(姜太公) brand, which contributed to the first ranking of product sales in the market. He has been serving as the general manager of the building materials business department of Fujian Sijia since March 2018, where he established the building materials business department, created the “Sijia Supercore” building materials brand, took charge of the production technology and management of new product development of the building materials business department, and participated in the drafting and application of five patents of the Company. Mr. Liu studied business administration courses at Tianjin University of Light Industry* (天津輕工業學院), currently known as Tianjin University of Science and Technology.

Mr. Liu was appointed as an executive Director on 16 December 2021 for a term of three (3) years subject to rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Liu is entitled to an annual remuneration of RMB300,000, which was recommended by the Remuneration Committee and determined by the Board with reference to the prevailing market conditions, Mr. Liu’s working experience, qualification, responsibilities and his contribution to the Group.

Save as disclosed above, Mr. Liu 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 Latest Practicable Date, Mr. Liu does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO, and he does not have any other relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

* for identification purpose only

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Mr. Liu's re-election.

Mr. Jiang Shisheng (蔣石生先生)

Mr. Jiang Shisheng (蔣石生) (“**Mr. Jiang**”), aged 54, was appointed as an executive Director on 30 June 2016. Mr. Jiang is a senior engineer and is the division head of technical department of the Group, and is primarily responsible for technological development of the Group. Prior to joining the Group in August 2006, Mr. Jiang served various positions as crafts technician, supervisor of technological development department and supervisor of technical center of Fujian Hongming Plastics Co., Ltd* (福建宏明塑膠股份有限公司) from July 1992 to August 2003, crafts engineer of Sanming Mingxin Plastics Co., Ltd* (三明明鑫塑膠有限公司) from August 1993 to July 1999, and supervisor of technical department of Zhejiang Longyue Technology Co., Ltd.* (浙江龍躍科技有限公司) from August 2003 to April 2006. Mr. Jiang obtained a bachelor degree in engineering from Tianjin University of Light Industry* (天津輕工業學院). He was involved in drafting and applying of dozens of patents for the Company. Mr. Jiang was awarded the honorary title of “top 10 inventor in Fuzhou city” by the Fuzhou Municipal Labour Union* (福州市總工會) in 2014 and won numerous provincial and ministerial scientific and technological improvement awards.

Mr. Jiang was appointed as an executive Director on 1 July 2022 for a term of three (3) years and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Jiang is entitled to an annual remuneration of RMB300,000, which was recommended by the Remuneration Committee and determined by the Board with reference to the prevailing market conditions, Mr. Jiang's working experience, qualification, responsibility, performance and his contribution to the Group.

Save as disclosed above, Mr. Jiang 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 Latest Practicable Date, Mr. Jiang does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO, and he does not have any other relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Mr. Jiang's re-election.

* for identification purpose only

Independent non-executive Director**Mr. Lau Chun Pong (劉振邦先生)**

Mr. Lau Chun Pong (劉振邦) (“**Mr. Lau**”), aged 50, was appointed as an independent non-executive Director on 30 June 2016. Mr. Lau graduated from the University of California, Los Angeles with a Bachelor of Arts degree in Business Economics in 1997. Mr. Lau is an associate member of the Hong Kong Institute of Certified Public Accountants and a member of the American Institute of Certified Public Accountants. He has over 16 years’ working experience in the accounting and auditing field. Mr. Lau was the Qualified Accountant and Company Secretary of Shenzhen Mingwah Aohan High Technology Corporation Limited (深圳市明華澳漢科技股份有限公司), a company listed on the GEM of the Stock Exchange (stock code: 8301) since April 2005 till May 2006. He was the Financial Controller and Company Secretary of WE Solutions Limited (formerly known as O Luxe Holdings Limited), a company listed on the Main Board of the Stock Exchange (stock code: 860), since June 2008 till November 2017. He was the Group Financial Controller and Company Secretary of AV Promotions Holdings Limited, a company listed on the GEM of the Stock Exchange (stock code: 8419), since June 2018 till June 2019. He was the Company Secretary of Superb Summit International Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 1228). He was the Company Secretary of Grand T G Gold Holdings Ltd (大唐潼金控股有限公司), a company listed on the GEM of the Stock Exchange (stock code: 8299) since January 2019 till February 2020. He is currently an independent non-executive director of China CBM Group Company Limited (中國煤層氣集團有限公司), a company listed on the GEM of the Stock Exchange (stock code: 8270), since 13 November 2017 and the Chief Financial Officer and Company Secretary of Clifford Modern Living Holdings Limited, a company listed on the Main Board of the Stock Exchange (stock code: 3686), since 20 December 2019.

Mr. Lau is the chairman of the Audit Committee, and a member of the Remuneration Committee and Nomination Committee. Mr. Lau was appointed as an independent non-executive Director on 1 July 2022 for a term of three (3) years and is subject to retirement by rotation and re-election in accordance with the Articles of Association. Mr. Lau will receive a fixed director’s fee of HK\$20,000 per month, which was recommended by the Remuneration Committee and determined by the Board with reference to the prevailing market conditions, Mr. Lau’s working experience, qualification, performance and his contribution to the Group.

Save as disclosed above, Mr. Lau 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 Latest Practicable Date, Mr. Lau does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO, and he does not have any other relationship with other Directors, senior management, substantial or controlling shareholders of the Company.

Save as disclosed above, there is nothing which needs to be disclosed pursuant to Rule 13.51(2)(h) to Rule 13.51(2)(w) of the Listing Rules in respect of Mr. Lau’s re-election.

** 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 (“AGM”) of China Longevity Group Company Limited (the “**Company**”) will be held at Sijia Industrial Garden Zone, Huanxi Town, Jinan District, Fuzhou, Fujian, PRC on 15 June 2024 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 each a “**Director**”) and the auditors of the Company for the year ended 31 December 2023;
2. To re-elect Mr. Liu Jun as an executive Director;
3. To re-elect Mr. Jiang Shisheng as an executive Director;
4. To re-elect Mr. Lau Chun Pong as an independent non-executive Director;
5. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration;
6. To re-appoint ZHONGHUI ANDA CPA LIMITED as the auditors of the Company and authorise the Board to fix their remuneration;
7. 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 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;

NOTICE OF ANNUAL GENERAL MEETING

- (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
- (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

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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
- (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 7A(d) of this Notice.”

- C. **“THAT** conditional upon passing of the resolutions set out in paragraphs 7A and 7B 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 7A 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 7B 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.”

By Order of the Board
China Longevity Group Company Limited
Liu Jun
Chairman

Hong Kong, 26 April 2024

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Notes:

1. A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her 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 (i.e., no later than 10:30 a.m. on 13 June 2024 (Hong Kong time)).
3. The register of members of the Company will be closed from 11 June 2024 to 15 June 2024 (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 7 June 2024.
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 26 April 2024 for the biographical details of the retiring Directors subject to re-election at the AGM.
6. In relation to resolution No. 7B, 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 AGM is enclosed.

As at the date of this circular, the Board of the Company comprises three executive Directors, namely, Mr. Liu Jun, Mr. Jiang Shisheng and Mr. Gao Juwen; three independent non-executive Directors, namely, Mr. Lau Chun Pong, Mr. Lu Jiayu and Ms. Jiang Ping.