

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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

**If you have sold or transferred** all your shares in **PuraPharm Corporation Limited**, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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**PuraPharm**  
**PURAPHARM CORPORATION LIMITED**

**培力控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1498)**

**PROPOSED DECLARATION OF FINAL DIVIDEND  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
PROPOSED GRANT OF GENERAL MANDATES TO  
SHARES BUY-BACK AND TO ISSUE NEW SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of PuraPharm Corporation Limited to be held at Renaissance Harbour View Hotel on Friday, 26 May 2017 at 3:00 p.m. is set out on pages 16 to 20 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.purapharm.com](http://www.purapharm.com)).

Whether or not you are able to attend the Annual General Meeting, please complete and sign the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish.

24 April 2017

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
1. Introduction .....	3
2. Proposed Declaration of Final Dividend .....	4
3. Proposed Re-election of Retiring Directors .....	4
4. Proposed Grant of General Mandate to Buy-back Shares .....	4
5. Proposed Grant of General Mandate to Issue New Shares .....	5
6. Annual General Meeting and Proxy Arrangement .....	5
7. Responsibility Statement .....	6
8. General Information .....	6
9. Recommendation .....	6
<b>Appendix I — Details of the Retiring Directors Proposed to be                     Re-elected at the Annual General Meeting</b> .....	7
<b>Appendix II — Explanatory Statement on the Share Buy-back Mandate</b> .....	11
<b>Notice of Annual General Meeting</b> .....	16

## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Renaissance Harbour View Hotel on Friday, 26 May 2017 at 3:00 p.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 16 to 20 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Company”	PuraPharm Corporation Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the main board of the Stock Exchange;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	a general mandate proposed to be granted to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 17 to 19 of this circular;
“Latest Practicable Date”	19 April 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SFO”	The Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;

## DEFINITIONS

“Share(s)”	ordinary share(s) of US\$0.1 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Share Option(s)”	share option(s) under the share option scheme adopted by the Shareholders of the Company on 12 June 2015;
“Share Buy-back Mandate”	a general mandate proposed to be granted to the Directors to buy-back Shares on the Stock Exchange, which shall not exceed 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on page 17 of this circular;
“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 issued by the Securities and Futures Commission in Hong Kong as amended from time to time;
“%”	per cent.



PuraPharm

**PURAPHARM CORPORATION LIMITED**

**培力控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1498)**

*Executive Directors:*

Mr. Chan Yu Ling, Abraham (*Chairman*)  
Dr. Tsoi Kam Bui, Alvin (*Vice-Chairman*)  
Mr. Chan Lung Sang  
Ms. Man Yee Wai, Viola

*Non-executive Director:*

Mr. Chan Kin Man, Eddie

*Independent Non-executive Directors:*

Dr. Chan Kin Keung, Eugene  
Mr. Ho Kwok Wah, George  
Dr. Leung Lim Kin, Simon  
Prof. Tsui Lap Chee

*Registered Office:*

Offshore Incorporations  
(Cayman) Limited  
P.O. Box 31119  
Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman KY1-1205  
Cayman Islands

*Headquarter and Principal Place of  
Business in Hong Kong:*

Suite 4002, Jardine House  
1 Connaught Place, Central  
Hong Kong

24 April 2017

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED DECLARATION OF FINAL DIVIDEND  
PROPOSED RE-ELECTION OF RETIRING DIRECTORS  
PROPOSED GRANT OF GENERAL MANDATES TO  
SHARES BUY-BACK AND TO ISSUE NEW SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the declaration of the final dividend for the year ended 31 December 2016; (ii) the re-election of retiring Directors; and (iii) the grant to the Directors of the Share Buy-back Mandate and the Issuance Mandate to buy back Shares and to issue new Shares respectively.

## LETTER FROM THE BOARD

### **2. PROPOSED DECLARATION OF FINAL DIVIDEND**

As disclosed in the announcement of the Company dated 27 March 2017, the Board recommended the payment of a final dividend of HK2.02 cents per Share for the year ended 31 December 2016 (the “Final Dividend”).

The recommended Final Dividend of HK2.02 cents per Share is subject to approval by the Shareholders at the Annual General Meeting. Such dividends will be distributed from the share premium of the Company. In the opinion of the Directors, such distribution is in compliance with the Articles of Association, which states that dividend may be declared and paid out of the profits of the Company, realised or unrealised, or from any reserve set aside from profits which the Directors determine is no longer needed. With the sanction of the Board, dividends may also be declared and paid out of the share premium account or any other fund of account which can be authorised for this purpose in accordance with the Companies Law of the Cayman Islands.

Subject to approval by the Shareholders at the Annual General Meeting, the Final Dividend will be paid on or about 23 June 2017 to the Shareholders whose names appear on the register of members of the Company on 6 June 2017. The register of members will be closed from 2 June 2017 to 6 June 2017, both days inclusive, for the purpose of determining shareholders who qualify for the proposed Final Dividend. In order to qualify for the proposed Final Dividend, all transfers accompanied by the relevant share certificate must be lodged with the Company’s share registrar and transfer office, Computershare Hong Kong Investor Services Limited at shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong no later than 4:30 p.m. on 1 June 2017.

### **3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 108 and 112 of the Articles of Association, Mr. Chan Lung Sang, Mr. Chan Kin Man, Eddie, Mr. Ho Kwok Wah, George and Dr. Leung Lim Kin, Simon shall retire at the Annual General Meeting. All of the above Directors, being eligible, will offer themselves for re-election at the Annual General Meeting.

Details of the retiring Directors, offering themselves for re-election which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix I to this circular.

### **4. PROPOSED GRANT OF GENERAL MANDATE TO BUYBACK SHARES**

In order to give the Company the flexibility to buy back Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Share Buy-back Mandate to the Directors to buy back Shares on the Stock Exchange of not exceeding 10% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 5 of the notice of the Annual General Meeting as set out on page 17 of this circular (i.e. a total of 24,771,792 Shares on the basis that there is no change in the total number of issued Shares of the Company before the Annual General Meeting). The Directors wish to state that they have no immediate plan to buyback any Shares pursuant to the Share Buy-back Mandate.

## LETTER FROM THE BOARD

An explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the grant of the Share Buy-back Mandate is set out in Appendix II to this circular.

### **5. PROPOSED GRANT OF GENERAL MANDATE TO ISSUE NEW SHARES**

In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the grant of the Issuance Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting as set out on pages 17 to 19 of this circular (i.e. a total of 49,543,584 Shares on the basis that there is no change in the total number of issued Shares of the Company before the Annual General Meeting). An ordinary resolution to extend the Issuance Mandate by adding the number of Shares bought back by the Company pursuant to the Share Buy-back Mandate will also be proposed at the Annual General Meeting.

The Directors wish to state that they have no immediate plan to issue any new Shares pursuant to the Issuance Mandate.

### **6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 16 to 20 of this circular.

Pursuant to 13.39(4) of the Listing Rules, all votes of the 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. To the best of the knowledge, information and belief of the Directors, none of the Shareholders is required to abstain from voting on any of the resolutions to be proposed at the Annual General Meeting. An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.purapharm.com](http://www.purapharm.com)). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof if you so wish.

## LETTER FROM THE BOARD

### 7. RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors individually and collectively accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that to the best of their knowledge and belief, there are no other facts the omission of which would make any statement in this circular misleading.

### 8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting) and Appendix II (Explanatory Statement on the Share Buy-back Mandate) to this circular.

### 9. RECOMMENDATION

The Directors consider that (i) the proposed declaration of the Final Dividend; (ii) the proposed re-election of retiring Directors; and (iii) the proposed grant of the Share Buy-back Mandate and Issuance Mandate are in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully,  
For and on behalf of the Board  
**PuraPharm Corporation Limited**  
**Chan Yu Ling, Abraham**  
*Chairman*



*The following are details of the Directors who will retire and being eligible, offer themselves for re-election at the Annual General Meeting.*

### **Executive Director**

- (1) **Mr. Chan Lung Sang (陳隆生)**, aged 65, is an Executive Director. He is responsible for the Nong's<sup>®</sup> clinic operations and development in the Hong Kong, PRC and overseas market, as well as the sales and marketing of Nong's<sup>®</sup> CCMG products and Chinese medicine healthcare products of the Group. He joined the Group as a General Manager in 2003. From 1992 to 2001, Mr. Chan held various positions in A.S. Watson & Co., Ltd. and was appointed General Manager to oversee the Guangzhou business of Watson's water in 1999. In 2011, Mr. Chan was appointed as the Honorary President of The H.K.T.C.M. Orthopaedic and Traumatic Association Ltd. and in 2012, he was appointed as a consultant of the Association of Hong Kong and Kowloon Practitioners of Chinese Medicine Limited. Mr. Chan obtained a Master's Degree in Business Administration from Janus University in the U.S. through distance learning.

Mr. Chan did not hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

Save as disclosed above, Mr. Chan does not have relationships with other directors, senior management or substantial or controlling shareholders of the Company.

Mr. Chan has entered into a service contract with the Company for a term of one year commencing on 22 August 2016 and he is subject to retirement by rotation and is eligible for re-election at least once every three years at the annual general meeting of the Company in accordance with Article 108 of the Articles of Association.

Mr. Chan is entitled to receive director's remuneration of HK\$1,333,200 per annum. Mr. Chan's remuneration has been determined by the Board based on the recommendation of the remuneration committee of the Company and with reference to the prevailing market practice, the Company's remuneration policy and Mr. Chan's duties, responsibilities with the Company as well as his performance.

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Chan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders.

**Non-executive Director**

- (2) **Mr. Chan Kin Man, Eddie** (陳健文), aged 56, is a Non-Executive Director. Mr. Chan has over 30 years of extensive experience in professional accounting and taxation service. He is the founder and senior partner in CWCC, an accounting firm, to oversee the divisions of tax, corporate secretarial and China business advisory services. Mr. Chan was accredited as a Certified Public Accountant (practising) and a fellow member by the Hong Kong Institute of Certified Public Accountants in January 1990 and July 1993 respectively, a Chartered Certified Accountant (practising) and a fellow member of the Association of Chartered Certified Accountants in July 2004 and January 2001 respectively. He has been an associate member of The Institute of Chartered Accountants in England and Wales since December 2007. He received a higher diploma in accountancy from the Hong Kong Polytechnic University.

Save as disclosed above, Mr. Chan did not hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

Mr. Chan does not have any relationship with other directors, senior management or substantial or controlling shareholders of the Company.

Mr. Chan has signed an appointment letter with the Company regarding his appointment as non-executive Director commencing on 8 July 2015 for three years and he is subject to retirement by rotation and is eligible for re-election at least once every three years at the annual general meeting of the Company in accordance with Article 108 of the Articles of Association.

Mr. Chan is not entitled to receive salary but is entitled to receive director's fee in the amount of HK\$200,000 per annum. Mr. Chan's remuneration has been determined by the Board based on the recommendation of the remuneration committee of the Company and with reference to the prevailing market practice, the Company's remuneration policy and Mr. Chan's duties, responsibilities with the Company as well as his performance.

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Chan involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Chan that need to be brought to the attention of the Shareholders.

**Independent non-executive Director**

- (3) **Mr. Ho Kwok Wah, George (何國華)**, aged 58, is an Independent Non-Executive Director. Mr. Ho has over 20 years of extensive experience in accounting, auditing and financial management. He is the Proprietor of George K. W. Ho & Co., Certified Public Accountants, an accounting firm in Hong Kong, as well as the Director of Hong Kong Shatin Industries and Commerce Association Limited, and Hong Kong Commerce and Industry Associations Limited, respectively. Mr. Ho is also an Independent Non-Executive Director of Town Health International Holdings Limited (stock code: 3886), Belle International Holdings Limited (stock code: 1880), and Rykadan Capital Limited (stock code: 2288). He was awarded Medal of Honour (MH) by the government of HKSAR in 2015. Mr. Ho obtained a Bachelor's Degree in Accountancy from the Hong Kong Polytechnic University.

Save as disclosed above, Mr. Ho did not hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

Mr. Ho is not and was not connected with other directors, the chief executive or a substantial shareholder (as defined in the Listing Rules) of the Company.

Mr. Ho has signed an appointment letter with the Company regarding his appointment as independent non-executive Director for a period of three years commencing on 8 July 2015 and is subject to retirement by rotation and is eligible for re-election at least once every three years at the annual general meeting of the Company in accordance with Article 108 of the Articles of Association.

Mr. Ho is not entitled to receive salary but is entitled to receive director's fee in the amount of HK\$200,000 per annum. Mr. Ho's remuneration has been determined by the Board based on the recommendation of the remuneration committee of the Company and with reference to the prevailing market practice, the Company's remuneration policy and Mr. Ho's duties, responsibilities with the Company as well as his performance.

Save for the information disclosed above, there is no information which is discloseable nor is Mr. Ho involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr. Ho that need to be brought to the attention of the Shareholders.

- (4) **Dr. Leung Lim Kin, Simon (梁念堅)**, aged 62, is an Independent Non-Executive Director. Dr. Leung has more than 30 years of extensive experience in both the information technology and telecommunications industries. Dr. Leung is currently a member of the Ivey Asia Advisory Board of the Richard Ivey School of Business, University of Western Ontario, where he is primarily responsible for advising the school on its mission and strategy in Asia. He is also currently a member of the College Council of Tung Wah College, where he is primarily responsible for determining key governance issues. In 2005, he was appointed as the president of Motorola Asia-Pacific. Since 2008, Dr. Leung has been the Chief Executive Officer of Microsoft Greater China region. From 2009 to 2010, he was the Governor of the Upper Canada College. In 2012, Dr. Leung was appointed as Chief Executive Officer of Harrow International Management Services Limited. Since March 2015, Dr. Leung is appointed as the Vice Chairman and Executive Director of NetDragon Websoft Inc. and the Chief Executive Officer of Huayu Education Technology, responsible for the overall strategic layout, direction of technical products and international business operation of all the education-related business of the company. Since 2010, Dr. Leung has been a member of the International Advisory Committee of The Hong Kong Polytechnic University. Dr. Leung received his bachelor's degree in arts from the University of Western Ontario in Canada, an honorary doctorate in laws from the University of Western Ontario in Canada and a doctorate degree of business administration from the Hong Kong Polytechnic University.

Save as disclosed above, Dr. Leung did not hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas in the past three years.

Dr. Leung is not and was not connected with other directors, the chief executive or a substantial shareholder (as defined in the Listing Rules) of the Company.

Dr. Leung has signed an appointment letter with the Company regarding his appointment as independent non-executive Director for a period of three years commencing on 8 July 2015 and is subject to retirement by rotation and is eligible for re-election at least once every three years at the annual general meeting of the Company in accordance with Article 108 of the Articles of Association.

Dr. Leung is not entitled to receive salary but is entitled to receive director's fee in the amount of HK\$200,000 per annum. Dr. Leung's remuneration has been determined by the Board based on the recommendation of the remuneration committee of the Company and with reference to the prevailing market practice, the Company's remuneration policy and Dr. Leung's duties, responsibilities with the Company as well as his performance.

Save for the information disclosed above, there is no information which is discloseable nor is Dr. Leung involved in any of the matters required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Dr. Leung that need to be brought to the attention of the Shareholders.

*This Appendix is an explanatory statement required by the Listing Rules to provide the Shareholders with requisite information reasonably necessary for them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the grant of the Share Buy-back Mandate.*

## **1. SHARES IN ISSUE**

As at the Latest Practicable Date, the total number of issued Shares of the Company comprised 247,717,920 Shares.

Subject to the passing of the ordinary resolution set out in item 5 of the notice of the Annual General Meeting in respect of the grant of the Share Buy-back Mandate and on the basis that there will be no change to the total number of issued Shares of the Company before the Annual General Meeting, i.e. being 247,717,920 Shares, the Directors would be authorized under the Share Buy-back Mandate to buy back, during the period in which the Share Buy-back Mandate remains in force, a total of 24,771,792 Shares, representing 10% of the total number of Shares in issue as at the date of the Annual General Meeting.

## **2. REASONS FOR SHARE BUYBACK**

The Directors believe that the granting of the Share Buy-back Mandate is in the best interests of the Company and the Shareholders.

Shares buybacks may, depending on the 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 a buyback will benefit the Company and the Shareholders.

## **3. FUNDING OF BUYBACK**

In buying-back Shares, the Company may only apply the Company's available cash flow or working capital facilities which will be funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

The Directors propose that the buyback of Shares under the proposed Share Buy-back Mandate would be financed from the Company's internal resources.

## **4. IMPACT OF BUYBACK**

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 December 2016) in the event that the Share Buy-back Mandate was to be carried out in full at any time during the proposed buyback period.

However, the Directors do not intend to exercise the Share Buy-back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

## 5. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which Shares have traded on the Stock Exchange in each of the previous twelve months were as follows:

	<b>Month</b>	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
2016	April	3.6	3.38
	May	3.5	3.4
	June	3.38	3.08
	July	3.25	3.12
	August	3.64	3.19
	September	3.5	3.32
	October	3.83	3.11
	November	4.19	3.71
	December	4.16	3.91
2017	January	4.36	4.03
	February	4.07	3.77
	March	3.85	3.53
	April (up to the Latest Practicable Date)	3.62	3.37

## 6. GENERAL

To the best of the knowledge of the Directors and having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the grant of the Share Buy-back Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the grant of the Share Buy-back Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make buyback of Shares pursuant to the Share Buy-back Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

## 7. TAKEOVERS CODE AND PUBLIC FLOAT REQUIREMENT

If as a result of a Shares buyback pursuant to the Share Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, 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.

To the best knowledge of the Company, as at the Latest Practicable Date, according to the register of interests kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following Shareholders were directly or indirectly interested in 5% or more of the issued Shares:

Name of Shareholders	Nature of Interest	Number of Shares held or interested <sup>(1)</sup>	Percentage of the Company's issued share capital
Mr. Chan Yu Ling, Abraham ("Mr. Abraham Chan")	Interest of controlled corporations	141,903,220 (L) <sup>(2)(3)</sup>	57.29%
	Beneficial owner	1,317,500 (L)	0.53%
	Interest of spouse	51,566,500 (L) <sup>(4)</sup>	20.82%
Ms. Man Yee Wai, Viola ("Ms. Viola Man")	Interest of a controlled corporation	51,566,500 (L)	20.82%
	Interest of spouse	143,220,720 (L) <sup>(6)</sup>	57.82%
PuraPharm Corporation Limited	Beneficial owner	51,566,500 (L)	20.82%
Joint Partners Investment Limited	Interest of a controlled corporation	51,566,500 (L) <sup>(7)</sup>	20.82%
Fullgold Development Limited	Beneficial owner	77,286,000 (L)	31.20%
Gold Sparkle Limited	Beneficial owner	13,050,720 (L)	5.27%

*Notes:*

- (1) The letter "L" denotes the person's long position in such securities.
- (2) Mr. Abraham Chan beneficially owns the 50% of the issued share capital of Joint Partners Investments Limited ("Joint Partners"), which in turn wholly owns the issued capital of Purapharm Corporation Limited ("PuraPharm Corp"), a limited liability company incorporated in the British Virgin Islands on 5 May 1998. Purapharm Corp owns 51,566,500 Shares. By virtue of the SFO, Mr. Abraham Chan is deemed to be interested in the Shares held by PuraPharm Corp.



- (3) Mr. Abraham Chan wholly owns the issued share capital of Fullgold Development Limited (“Fullgold Development”) and Gold Sparkle Limited (“Gold Sparkle”), which in turn owns 90,336,720 Shares. By virtue of the SFO, Mr. Abraham Chan is deemed to be interested in the Shares held by Fullgold Development and Gold Sparkle.
- (4) Mr. Abraham Chan is the spouse of Ms. Viola Man. By virtue of the SFO, Mr. Abraham Chan is deemed to be interested in the Shares held by Ms. Viola Man.
- (5) Ms. Viola Man beneficially owns the 50% of the issued share capital of Joint Partners, which in turn wholly owns the issued capital of PuraPharm Corp. PuraPharm Corp owns 51,566,500 Shares. By virtue of the SFO, Ms. Viola Man is deemed to be interested in the Shares held by PuraPharm Corp.
- (6) Ms. Viola Man is the spouse of Mr. Abraham Chan. By virtue of the SFO, Ms. Viola Man is deemed to be interested in the Shares held by Mr. Abraham Chan.
- (7) PuraPharm Corp is wholly owned by Joint Partners. By virtue of the SFO, Joint Partners is deemed to be interested in the Shares held by PuraPharm Corp.

Assuming that no further Shares are issued between the Latest Practicable Date and the date of a buyback under the proposed Share Buy-back Mandate, in the event that the Directors exercise the power to buyback Shares in full in accordance with the proposed Share Buy-back Mandate, the aggregate shareholding of the above Shareholders in the issued share capital of the Company would be increased to:

Name of Shareholders	Nature of Interest	Percentage of the Company’s issued share capital
Mr. Abraham Chan	Interest of controlled corporations	63.65%
	Beneficial owner	0.59%
	Interest of spouse	23.13%
Ms. Viola Man	Interest of a controlled corporation	23.13%
	Interest of spouse	64.24%
PuraPharm Corp	Beneficial owner	23.13%
Joint Partners	Interest of a controlled corporation	23.13%
Fullgold Development	Beneficial owner	34.67%
Gold Sparkle	Beneficial owner	5.85%

The Directors are not aware of the consequences of such increases or as a result of the buyback of Shares that would result in any of the aforesaid Shareholders or any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code. Moreover, the Directors do not propose to exercise the Share Buy-back Mandate to such an extent as would, in the circumstances, give rise to an obligation



to make a mandatory offer in accordance with Rule 26 of the Takeovers Code and/or result in the aggregate number of Shares held by the public shareholders falling below 25%, the prescribed minimum percentage required by the Stock Exchange.

**8. BUYBACK OF SHARES MADE BY THE COMPANY**

During the 12 months prior to the Latest Practicable Date, the Company had not bought back any of the Shares (whether on the Stock Exchange or otherwise).

**NOTICE OF ANNUAL GENERAL MEETING**



**PuraPharm**  
**PURAPHARM CORPORATION LIMITED**  
**培力控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 1498)**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that an Annual General Meeting of PuraPharm Corporation Limited (the “Company”) will be held at Renaissance Harbour View Hotel on Friday, 26 May 2017 at 3:00 p.m. for the following purposes:

**ORDINARY RESOLUTIONS**

To consider and, if thought fit, pass the following resolutions (with or without modifications) as ordinary resolutions of the Company:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “Directors”) and the auditors of the Company for the year ended 31 December 2016.
2. To declare a final dividend equivalent to HK2.02 cents per ordinary share of the Company for the year ended 31 December 2016 to the shareholders whose names appear on the register of members of the Company on 6 June 2017, which shall be paid out of the share premium of the Company.
3.
  - (a) To re-elect Mr. Chan Lung Sang as an executive director;
  - (b) To re-elect Mr. Chan Kin Man, Eddie as a non-executive director;
  - (c) To re-elect Mr. Ho Kwok Wah, George as an independent non-executive director;
  - (d) To re-elect Dr. Leung Lim Kin, Simon as an independent non-executive director;
  - (e) To authorize the board of Directors to fix the respective Directors’ remuneration.
4. To re-appoint Ernst & Young as auditors of the Company to hold office until conclusion of the next annual general meeting and to authorize the board of Directors to fix their remuneration.

## NOTICE OF ANNUAL GENERAL MEETING

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph 5(b) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company to exercise during the Relevant Period (as defined below) all the powers of the Company to buyback shares of the Company in accordance with all applicable laws, rules and regulations;
- (b) the total number of shares of the Company to be bought back pursuant to the mandate in paragraph 5(a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be bought back under the mandate in paragraph 5(a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from 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 of association of the Company or any applicable laws to be held; and
  - (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

**“THAT:**

- (a) subject to paragraph 6(c) below, a general mandate be and is hereby generally and unconditionally given to the directors of the Company during the Relevant Period (as defined below) to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers;

## NOTICE OF ANNUAL GENERAL MEETING

- (b) the mandate in paragraph 6(a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors pursuant to the mandate in paragraph 6(a) above, otherwise than pursuant to:
  - (i) a Rights Issue (as defined below);
  - (ii) the exercise of options under a share option scheme of the Company; and
  - (iii) any scrip dividend scheme 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,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph 6(a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes of this resolution:

“Relevant Period” means the period from 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 of association of the Company or any applicable laws to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“Right Issue” means an offer of shares open for a period fixed by the directors to holders of shares of the Company or any class thereof on the register on a fixed record date in proportion to their then holdings of such shares or class thereof (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 recognized regulatory body or any stock exchange).”

## NOTICE OF ANNUAL GENERAL MEETING

7. As special business, to consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 5 and 6 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 6 of the Notice be and is hereby extended by the addition to the aggregate number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors pursuant to such general mandate of the number of shares bought back by the Company pursuant to the mandate referred to in resolution set out in item 5 of the Notice, provided that such amount shall not exceed 10% of the total number of issued share of the Company as at the date of the passing of this resolution.”

By order of the Board  
**PuraPharm Corporation Limited**  
**Chan Yu Ling, Abraham**  
*Chairman*

Hong Kong, 24 April 2017

*Notes:*

1. All resolutions at the meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) 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. The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the above meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the above meeting. A proxy need not be a shareholder of the Company. If more than one proxy is appointed, the number of shares in respect of which each such proxy so appointed must be specified in the relevant form of proxy.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the above meeting, the Register of Members of the Company will be closed from Tuesday, 23 May 2017 to Friday, 26 May 2017, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong for registration not later than 4:30 p.m. on Monday, 22 May 2017.
5. A circular containing further details concerning items 3, 5, 6 and 7 set out in the above notice will be sent to all shareholders of the Company together with the 2016 Annual Report.

## NOTICE OF ANNUAL GENERAL MEETING

6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

*As at the date of this notice, the executive directors of the Company are Mr. Chan Yu Ling, Abraham, Dr. Tsoi Kam Biu, Alvin, Mr. Chan Lung Sang and Ms. Man Yee Wai, Viola; the non-executive director of the Company is Mr. Chan Kin Man, Eddie; and the independent non-executive directors of the Company are Dr. Chan Kin Keung, Eugene, Mr. Ho Kwok Wah, George, Dr. Leung Lim Kin, Simon and Prof. Tsui Lap Chee.*