

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 Colour Life Services Group Co., Limited 彩生活服務集團有限公司, 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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Colour Life Services Group Co., Limited

彩生活服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1778)

**PROPOSALS FOR PAYMENT OF FINAL DIVIDEND
OUT OF SHARE PREMIUM ACCOUNT,
RE-ELECTION OF RETIRING DIRECTORS
AND
GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Colour Life Services Group Co., Limited 彩生活服務集團有限公司 to be held at Garden Rooms, Level 2, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 24 May 2017 at 10:00 a.m. is set out on pages 13 to 17 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 (<http://www.hkexnews.hk>) and of the Company (<http://www.colourlife.hk>).

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 stated 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, Wanchai, 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 you from attending and voting in person at the Annual General Meeting and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

23 March 2017

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DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at Garden Rooms, Level 2, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 24 May 2017 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 13 to 17 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
“Buy-back Mandate”	a general and unconditional mandate to be granted to the Directors to exercise the powers of the Company 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 relevant resolution
“Companies Law”	the Companies Law (2013 Revision) of the Cayman Islands
“Company”	Colour Life Services Group Co., Limited 彩生活服務集團有限公司, 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
“Fantasia Group”	Fantasia Holdings and its subsidiaries
“Fantasia Holdings”	Fantasia Holdings Group Co., Limited (花樣年控股集團有限公司) (stock code: 1777), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange and the controlling shareholder of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate to be granted to the Directors to allot, issue or deal with unissued Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution

DEFINITIONS

“Latest Practicable Date”	22 March 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Listing Date”	30 June 2014, the date on which dealings in the Shares commenced on the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan)
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share Option Scheme”	the share option scheme of the Company adopted by the Company on 11 June 2014
“Share Premium Account”	the share premium account of the Company
“Share(s)”	the ordinary share(s) in the capital of the Company
“Shareholder(s)”	the registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers issued by the Securities and Futures Commission as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



Colour Life Services Group Co., Limited

彩生活服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1778)

Executive Directors:

Mr. TANG Xuebin (*Chief Executive Officer*)
Mr. DONG Dong

Non-executive Directors:

Mr. PAN Jun (*Chairman*)
Mr. LAM Kam Tong
Mr. ZHOU Hongyi

Independent Non-executive Directors:

Mr. TAM Chun Hung, Anthony
Dr. LIAO Jianwen
Mr. XU Xinmin

Registered Office:

Cricket Square, Hutchins Drive
PO Box 2681, Grand Cayman
KY1-1111, Cayman Islands

*Headquarters and Principal Place of
Business in the PRC:*

12th Floor, Colour Life Building
Meilong Road, Liuxian Avenue
Bao'an District
Shenzhen, the PRC

*Principal Place of Business in
Hong Kong:*

Room 1202-03, New World Tower 1
16-18 Queen's Road Central
Central
Hong Kong

23 March 2017

To the Shareholders

Dear Sir/Madam,

**PROPOSALS FOR PAYMENT OF FINAL DIVIDEND
OUT OF SHARE PREMIUM ACCOUNT,
RE-ELECTION OF RETIRING DIRECTORS
AND
GRANTING OF GENERAL MANDATES TO
BUY BACK SHARES AND TO ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of certain resolutions to be proposed at the Annual General Meeting for (i) the payment of final dividend out of the Share Premium Account; (ii) the re-election of the retiring Directors; and (iii) the granting to the Directors of the Buy-back Mandate and the Issue Mandate.

LETTER FROM THE BOARD

2. PROPOSED PAYMENT OF FINAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT

As mentioned in the annual results announcement of the Company dated 17 March 2017, the Board recommended the payment of a final dividend of HK10.00 cents per Share in respect of the year ended 31 December 2016 out of the Share Premium Account to the Shareholders whose names appear on the register of members of the Company on 1 June 2017, totaling not less than HK\$100,011,900, subject to the approval of the Shareholders at the Annual General Meeting and compliance with the Companies Law.

Under section 34(2) of the Companies Law, the share premium account may be applied by a company paying dividends to members provided that no dividend may be paid to members out of the share premium account unless, immediately following the date on which the dividend is proposed to be paid, the company shall be able to pay its debts as they fall due in the ordinary course of business. The Board confirms that with respect to payment of the final dividend out of the Share Premium Account, the Company shall be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which the final dividend is proposed to be paid.

The final dividend is intended to be entirely paid out of the Share Premium Account pursuant to article 134 of the Articles of Association and in accordance with the Companies Law.

As at 31 December 2016, based on the audited consolidated financial statements of the Company, the amount standing to the credit of the Share Premium Account was HK\$581,123,000. The Board proposed to use an amount of HK\$100,011,900 standing to the credit of the Share Premium Account for the payment of the final dividend. Following such payment there will be a remaining balance of HK\$481,111,100 standing to the credit of the Share Premium Account.

For the purpose of determining the entitlement to the proposed final dividend (subject to the approval of the Shareholders at the Annual General Meeting), the register of members of the Company will be closed from Wednesday, 31 May 2017 to Thursday, 1 June 2017, both days inclusive. In order to qualify for the entitlement to the proposed final dividend, unregistered holders of shares of the Company are required to lodge all transfer documents accompanied by the relevant share certificates 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, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 29 May 2017.

3. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84 of the Articles of Association, Mr. Dong Dong, Mr. Lam Kam Tong and Dr. Liao Jianwen shall retire by rotation at the Annual General Meeting.

Biographical details of the retiring Directors are set out in Appendix I to this circular.

LETTER FROM THE BOARD

4. PROPOSED GRANTING OF GENERAL MANDATE TO BUY BACK SHARES

At the annual general meeting of the Company held on 13 May 2016, a general mandate was granted to the Directors to buy back Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. 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 granting of the 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 relevant resolution.

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 approve the proposed granting of the Buy-back Mandate is set out in Appendix II to this circular.

5. PROPOSED GRANTING OF GENERAL MANDATE TO ISSUE SHARES

At the annual general meeting of the Company held on 13 May 2016, a general mandate was granted to the Directors to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. 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 granting of the Issue Mandate to the Directors to allot, issue or deal with unissued Shares of not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution (i.e. a total of 200,023,800 Shares on the basis that there is no change in the total number of issued Shares before the Annual General Meeting). An ordinary resolution to extend the Issue Mandate by adding the number of Shares bought back by the Company pursuant to the Buy-back Mandate will also be proposed at the Annual General Meeting.

6. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 13 to 17 of this circular.

Pursuant to the Listing Rules and the Articles of Association, any vote of shareholders at a general meeting must be taken by poll except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands pursuant to the Listing Rules. An announcement on the poll vote results will be published by the Company after the Annual General Meeting in the manner prescribed under 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 (<http://www.hkexnews.hk>) and of the Company (<http://www.colourlife.hk>). To be valid, the form of proxy must be completed and signed in accordance with the instructions stated thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a 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, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding

LETTER FROM THE BOARD

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 and at any adjournment thereof if you so wish. In such event, the form of proxy shall be deemed to be revoked.

7. RECOMMENDATION

The Directors consider that the proposed payment of final dividend out of the Share Premium Account, re-election of the retiring Directors and granting of the Buy-back Mandate and the Issue Mandate are in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

8. 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 Group. 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.

Yours faithfully,
For and on behalf of the Board
Colour Life Services Group Co., Limited
彩生活服務集團有限公司
TANG Xuebin
Executive Director and Chief Executive Officer

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

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

Mr. DONG Dong (董東), aged 53, was appointed as a director on 30 October 2012 and was re-designated as an executive director on 11 June 2014 and is also the chief operation officer of the Company. He joined the Group in 2004 and is responsible for the operation and management of information technology of the Group. He was the general manager of Shenzhen Kaiyuan Tongji from 2004 to 2005. In 2013, he became the vice president of the Group. Mr. Dong has 15 years of experience in property management. Prior to joining the Group, he was the manager, deputy manager and assistant manager of engineering department of China Overseas Property Management Co., Ltd. (中海物業管理有限公司), a company primarily engaged in property management, from September 1998 to January 2002, where he was primarily responsible for the management and operation of property development projects. He was the deputy chief engineer of Shenzhen Kaiyuan International Property Management Co., Ltd. (深圳市開元國際物業管理公司), a company primarily engaged in property management, from February 2002 to December 2004, where he was primarily responsible for the management and operation of property development projects. He was the electrical engineer and chief officer (科長) of quality control department and the senior engineer of Xinjiang Construction Corps No. 1 Construction and Installation Company (新疆生產建設兵團第一建築安裝公司), a company primarily engaged in construction and development operation, from November 1993 to May 1996, where he was primarily responsible for the management and operation of engineering and construction projects. Prior to November 1993, he was also a teacher of Xinjiang Shihezi University (新疆石河子農學院). Mr. Dong attended and completed a Master research teaching assistance training course in fundamental physics (基礎物理) at Sichuan University (四川大學) in July 1992. Mr. Dong obtained the certificate of National Senior Engineer in July 1996. He also possesses the qualification as a Chinese government certified supervision engineer (國家註冊監理工程師) and registered real estate agent (國家註冊房地產經紀人). Mr. Dong obtained an executive education program certificate from Cheung Kong Graduate School of Business (長江商學院) in July 2013.

Mr. Dong has entered into a service contract with the Company for a term of three years commencing from the Listing Date, which may be terminated by either party giving not less than three months' notice in writing. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association. He is entitled to a director's fee of RMB336,000 per annum (which is covered by the service contract) as determined by the Board with the recommendation of the remuneration committee by reference to comparable companies, his time commitment and responsibilities and the performance of the Group. He is also entitled to annual/semi-annual bonus or other compensation or rewards according to the criteria laid down by the remuneration committee.

Mr. Dong does not have any relationship with any Directors or senior management or substantial shareholders or controlling shareholder of the Company. He does not, at present, nor did he in the past three years, hold any directorships in any other public companies the securities of which are listed in Hong Kong or overseas.

**APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

As at the Latest Practicable Date, Mr. Dong was taken to be interested in 1,026,300 underlying shares of the Company within the meaning of Part XV of the SFO in respect of share options granted to him under the Share Option Scheme.

Mr. LAM Kam Tong (林錦堂), aged 48, was appointed as Director on 30 October 2012 and was re-designated as non-executive Director on 11 June 2014. Mr. Lam is currently an executive director, chief financial officer and company secretary of Fantasia Holdings. Mr. Lam joined the Fantasia Group in May 2012 and is responsible for investor relations, financial and regulatory related matters of the Fantasia Group (excluding the Group). Prior to joining the Fantasia Group, Mr. Lam was the executive director, chief financial officer and company secretary of China Aoyuan Property Group Limited (中國奧園地產股份有限公司) (stock code: 3883), a company listed on the Main Board of the Stock Exchange, from December 2008 to May 2012, where he was primarily responsible for the enforcement of compliance with the relevant laws and regulations, investor relations management, merger and acquisition and overseas financing. Mr. Lam has over 14 years of experience in professional audit and extensive experience in investor relations management, auditing, mergers and acquisitions and overseas financing. He is a member of the Hong Kong Institute of Certified Public Accountant and the Association of Chartered Certified Accountants. Mr. Lam obtained a Bachelor's degree in Business Management from the Chinese University of Hong Kong in July 1991. He was the company secretary and qualified accountant of Greentown China Holdings Limited (綠城中國控股有限公司) (stock code: 3900), a company listed on the Main Board of the Stock Exchange, from May 2006 to October 2008. Mr. Lam was an independent non-executive director of Sheng Yuan Holdings Limited (盛源控股有限公司) (stock code: 851), a company listed on the Main Board of the Stock Exchange, from November 2010 to March 2014. Mr. Lam is also currently an independent non-executive director of Pegasus Entertainment Holdings Limited (天馬影視文化控股有限公司) (stock code: 1326), a company listed on the Main Board of the Stock Exchange.

Mr. Lam has entered into a service contract with the Company for a term of three years commencing from the Listing Date, which may be terminated by either party giving not less than three months' notice in writing. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association. He is entitled to a director's fee of RMB240,000 per annum (which is covered by the appointment letter) as determined by the Board with the recommendation of the remuneration committee with reference to the market practices.

Save as disclosed herein, Mr. Lam does not have any other relationship with any Directors or senior management or substantial shareholders or controlling shareholder of the Company nor does he hold any positions in the Group.

As at the Latest Practicable Date, Mr. Lam was taken to be interested in 510,000 underlying shares of the Company within the meaning of Part XV of the SFO in respect of share options granted to him under the Share Option Scheme.

APPENDIX I DETAILS OF THE RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

Dr. LIAO Jianwen (廖建文), aged 49, was appointed as independent non-executive Director on 11 June 2014. He is also the chairman of the remuneration committee, and members of the audit committee and nomination committee of the Company. Dr. Liao has extensive business teaching experience in the United States, Hong Kong and the PRC. He has been an associate dean and professor of managerial practice in strategy and innovation at the Cheung Kong Graduate School of Business (長江商學院) since January 2012. Prior to that, Dr. Liao was an associate professor at the Stuart School of Business in Illinois Institute of Technology from 2006 to 2012. In 2001, he was also a visiting professor at Hong Kong University of Science and Technology. Dr. Liao received a Doctoral's degree in business administration from Southern Illinois University at Carbondale (USA) in August 1996, a Master's degree in economics from Renmin University of China (中國人民大學) in February 1991, and a Bachelor's degree in industry engineering from Northeastern University (東北大學) (formerly known as Northeastern Institute of Technology (東北工學院)) in July 1988. He served as an independent non-executive director of Qihoo 360 whose shares were traded at New York Stock Exchange and an independent non-executive director of China Mengniu Dairy Company Limited whose share were traded on the Main Board of the Stock Exchange. Dr. Liao is currently an independent non-executive director of Colour Life and 361 Degrees International limited, the companies are listed on the Main Board of the Stock Exchange.

Mr. Liao has signed an appointment letter with the Company for a term of three years commencing from the Listing Date, which may be terminated by either party giving not less than three months' notice in writing. He is subject to retirement by rotation and re-election at least once every three years at the annual general meeting of the Company in accordance with the Articles of Association. He is entitled to a director's fee of RMB240,000 per annum (which is covered by the appointment letter) as determined by the Board with the recommendation of the remuneration committee with reference to the market practices.

Saved as disclosed herein, Dr. Liao does not have any relationship with any Directors or senior management or substantial shareholders or controlling shareholder of the Company nor does he hold any other positions in the Group.

As at the Latest Practicable Date, Mr. Liao was taken to be interested in 510,000 underlying shares of the Company within the meaning of Part XV of the SFO in respect of share options granted to him under the Share Option Scheme.

GENERAL

Each of the above retiring Directors proposed for re-election has confirmed that there is no information which is discloseable 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 him that need to be brought to the attention of the Shareholders.

The following 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 granting of the Buy-back Mandate.

1. SHARES IN ISSUE

As at the Latest Practicable Date, the total number of Shares in issue was 1,000,119,000 Shares.

Subject to the passing of the ordinary resolution granting the Buy-back Mandate at the Annual General Meeting and on the basis that there will be no change in the total number of issued Shares before the Annual General Meeting, i.e. being 1,000,119,000 Shares, the Directors would be authorised under the Buy-back Mandate to buy back, during the period in which the Buy-back Mandate remains in force, a total of 100,011,900 Shares, representing 10% of the total number of issued Shares as at the date of the Annual General Meeting.

2. REASONS FOR SHARE BUY-BACK

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

Shares buy-back 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 buy-back will benefit the Company and the Shareholders.

3. FUNDING OF SHARE BUY-BACK

In buying back Shares, the Company may only apply 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.

4. IMPACT OF SHARE BUY-BACK

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 consolidated financial statements contained in the annual report of the Company for the year ended 31 December 2016) in the event that the Buy-back Mandate was to be carried out in full at any time during the proposed buy-back period. However, the Directors do not intend to exercise the 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 during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

Month	Share Prices Per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2016		
March	6.12	5.24
April	6.30	5.75
May	6.05	5.36
June	5.96	4.71
July	6.33	5.30
August	6.56	5.74
September	6.38	5.45
October	6.13	5.17
November	5.80	5.42
December	6.00	4.85
2017		
January	5.84	5.00
February	5.18	4.75
March (up to and including the Latest Practicable Date)	5.27	4.24

6. GENERAL

To the best of their knowledge 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 proposed granting of the 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 proposed granting of the Buy-back Mandate is approved by the Shareholders.

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

7. TAKEOVERS CODE

If as a result of a buy-back of Shares pursuant to the 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 of the knowledge and belief of the Company, as at the Latest Practicable Date, Fantasia Holdings and Splendid Fortune are regarded as a group of shareholders acting in concert to exercise their voting right in the Company ("Controlling Shareholders") and they together are interested in a total of 720,988,259 Shares representing approximately 72.09% of the total issued share capital of the Company. In the event that the Directors exercised the proposed Buy-back Mandate in full, the shareholding of the Controlling Shareholders acting in concert would be increased to approximately 80.10% of the total issued share capital of the Company after the share buy-back. The Directors consider that such increase in shareholding would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code but would reduce the issued share capital in the public to less than 25%.

The Directors will use their best endeavours to ensure that the Buy-back Mandate will not be exercised to such extent that would result in the public shareholdings fall below the minimum public float requirement.

8. BUY-BACK OF SHARES MADE BY THE COMPANY

No Shares had been bought back by the Company, whether on the Stock Exchange or otherwise, in the last six months preceding the Latest Practicable Date.

NOTICE OF ANNUAL GENERAL MEETING



Colour Life Services Group Co., Limited

彩生活服務集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1778)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Colour Life Services Group Co., Limited 彩生活服務集團有限公司 (the “Company”) will be held at Garden Rooms, Level 2, The Royal Garden, 69 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Wednesday, 24 May 2017 at 10:00 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and the auditors for the year ended 31 December 2016.
2. To consider and if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the declaration and payment of a final dividend of HK10.00 cents per share of the Company for the year ended 31 December 2016 entirely out of the share premium account of the Company to the shareholders of the Company whose names appear on the register of members of the Company on 1 June 2017 be and is hereby approved.”.

3. To re-elect Mr. DONG Dong as an executive director.
4. To re-elect Mr. LAM Kam Tong as a non-executive director.
5. To re-elect Dr. LIAO Jianwen as an independent non-executive director.
6. To authorise the board of directors to fix the directors’ remuneration.
7. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company to hold office until the conclusion of the next annual general meeting and to authorise the board of directors to fix their remuneration.

NOTICE OF ANNUAL GENERAL MEETING

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

“THAT

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the directors of the Company to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to buy back shares of the Company on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange on which the shares of the Company may be listed and which is recognised by The Securities and Futures Commission of Hong Kong (the “Securities and Futures Commission”) and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and the rules and regulations of the Securities and Futures Commission and the Stock Exchange or of any other stock exchange as amended from time to time;
- (b) the total number of the shares of the Company to be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution and the approval pursuant to paragraph (a) shall be limited accordingly; and
- (c) 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) 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.”.

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

“THAT

- (a) subject to paragraph (b) below, a general mandate be and is hereby unconditionally given to the directors of the Company (the “Directors”) to exercise all the powers of the Company during the Relevant Period (as hereinafter defined) to allot, issue and deal with the unissued shares of the Company and to make and grant offers, agreements and options which would or might require the exercise of such powers, whether during the continuance of the Relevant Period or thereafter;

NOTICE OF ANNUAL GENERAL MEETING

- (b) the total number of the shares allotted, issued or agreed conditionally or unconditionally to be allotted, issued or dealt with pursuant to the approval in paragraph (a) above during the Relevant Period, otherwise than pursuant to the following, shall not exceed 20% of the total number of issued shares of the Company as at the date of passing of this resolution and the said approval shall be limited accordingly:
 - (i) a rights issue where shares are offered for a period fixed by the Directors to shareholders on the register of members on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard, as appropriate, to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or stock exchange in Hong Kong, or in any territory applicable to the Company);
 - (ii) the exercise of options under a share option scheme;
 - (iii) the exercise of rights of conversion under the terms of any securities which are convertible into shares of the Company or exercise of warrants to subscribe for shares of the Company;
 - (iv) any scrip dividend scheme or similar arrangement providing for the allotment and issue of shares in lieu of the whole or in part of any dividend in accordance with the articles of association of the Company; or
 - (v) any specific authority granted or to be granted by the shareholders of the Company in general meeting; and
- (c) 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 revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and
 - (iii) 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.”

NOTICE OF ANNUAL GENERAL MEETING

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

“**THAT** conditional upon the passing of resolutions 8 and 9 as set out in the notice convening this meeting, the general mandate granted to the directors of the Company pursuant to resolution 9 to exercise the powers of the Company to allot, issue and deal with the unissued shares of the Company be and is hereby extended by the addition thereto the aggregate number of the shares of the Company to be bought back by the Company under the authority granted pursuant to resolution 8, provided that such number in aggregate shall not exceed 10% of the total number of issued shares of the Company as at the date of passing of this resolution.”

For and on behalf of the Board
Colour Life Services Group Co., Limited
彩生活服務集團有限公司

TANG Xuebin

Executive Director and Chief Executive Officer

Hong Kong, 23 March 2017

Notes:

1. All resolutions at the meeting will be taken by poll (except where the chairman decides to allow a resolution relating to a procedural or administrative matter to be voted on by a show of hands) pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and of 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 more than one proxy to attend and vote instead of him. 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.

On a show of hands every shareholder who is present in person or by proxy shall have one vote. In the case of a poll, every shareholder present in person or by proxy shall be entitled to one vote for each share held by him.

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 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, Wanchai, 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 qualification as shareholders of the Company to attend and vote at the above meeting, the register of members of the Company will be closed from Thursday, 18 May 2017 to Wednesday, 24 May 2017, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify as shareholders to attend and vote at the Annual General Meeting, unregistered holders of shares of the Company are required to lodge all transfer documents accompanied by the relevant share certificates with the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 17 May 2017.

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5. For determining the entitlement to the proposed final dividend (subject to approval by the shareholders at the Annual General Meeting), the register of members of the Company will be closed from Wednesday, 31 May 2017 to Thursday, 1 June 2017, both dates inclusive, during which period no transfer of shares will be registered. In order to qualify for the entitlement to the proposed final dividend, unregistered holders of shares of the Company are required to lodge all transfer documents accompanied by the relevant share certificates with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 29 May 2017.

As at the date of this notice, the board of directors of the Company comprises Mr. TANG Xuebin and Mr. DONG Dong as executive directors; Mr. PAN Jun, Mr. LAM Kam Tong and Mr. ZHOU Hongyi as non-executive directors; and Mr. TAM Chun Hung, Anthony, Dr. LIAO Jianwen and Mr. XU Xinmin as independent non-executive directors.