
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 your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Medicskin Holdings Limited, you should at once hand this circular together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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**MEDICSKIN HOLDINGS LIMITED****密迪斯肌控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 8307)**

**PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
BUY BACK SHARES;
PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM to be held at Level 48, The Center, 99 Queen's Road Central, Central, Hong Kong on Thursday, 6 August 2026 at 12:30 p.m. or any adjourned meeting hereof to approve matters referred to in this circular is set out in Appendix III to this circular.

Whether or not you are able or intend to attend the AGM, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, located at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. on or before 12:30 p.m. on Tuesday, 4 August 2026 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

This circular will remain on the "Latest Listed Company Information" page of the Stock Exchange's website at www.hkexnews.hk for at least 7 days from the date of its posting. This circular will also be published on the Company's website at www.medicskinholdings.com.

29 June 2026

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at Level 48, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 6 August 2026 at 12:30 p.m. or any adjournment thereof;
“Auditor”	Grant Thornton Hong Kong Limited, the auditor of the Company;
“Articles of Association”	the articles of association of the Company (as amended from time to time);
“associate(s)”	has the meaning as defined under the GEM Listing Rules;
“Board”	the board of Directors;
“Business Day”	a day upon which the Stock Exchange is open for securities trading;
“Buy-back Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to buy back Shares on the Stock Exchange with a maximum amount up to 10% of the number of issued Shares (excluding treasury Shares, if any) as at the date of the passing of the resolution granting such mandate;
“Cayman Companies Law”	the Companies Act (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time;
“CCASS”	the Central Clearing and Settlement System operated by Hong Kong Securities Clearing Company Limited;
“Close Associate(s)”	has the meaning ascribed thereto under the GEM Listing Rules;
“Company”	Medicskin Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on GEM (stock code: 8307);
“core connected person”	has the same meaning as defined in the GEM Listing Rules;
“Director(s)”	the director(s) of the Company;
“GEM”	the GEM of the Stock Exchange;
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited as amended, supplemented or otherwise modified from time to time;
“Group”	the Company and its subsidiaries;

DEFINITIONS

“HKICPA”	the Hong Kong Institute of Certified Public Accountants;
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC;
“Hong Kong Government”	the Government of Hong Kong;
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong;
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all the power to allot, issue and otherwise deal with additional Shares (including any sale or transfer of treasury Shares (if any) out of treasury) with a maximum amount not exceeding 20% of the number of issued Shares (excluding treasury Shares, if any) as at the date of the passing of the resolution granting such mandate (such mandate to be extended to Shares bought back by the Company pursuant to the Buy-back Mandate);
“Latest Practicable Date”	22 June 2026, being the latest practicable date for ascertaining certain information included in this circular;
“Nomination Committee”	nomination committee of the Company;
“Notice of the AGM”	notice convening the AGM which is set out on pages 15 to 19 of this circular;
“PRC”	the People’s Republic of China, for the purpose of this circular, excludes Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan;
“Register of Members”	the register of members of the Company;
“Remuneration Committee”	the remuneration committee of the Company;
“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Share(s)”	share(s) in the issued share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;

DEFINITIONS

“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs published by the SFC as amended, supplemented or otherwise modified from time to time;
“treasury Shares”	has the meaning ascribed to it under the GEM Listing Rules; and
“%”	per cent.

LETTER FROM THE BOARD



MEDICSKIN HOLDINGS LIMITED

密迪斯肌控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8307)

Executive Directors:

Dr. Kong Kwok Leung

(Chairman and Chief Executive Officer)

Ms. Tsui Kan

Ms. Kong Chung Wai

Ms. Sin Chui Pik Christine

Independent non-executive Directors:

Mr. Chan Cheong Tat

Mr. Leung Siu Cheung

Mr. Lui Sze On

Registered office:

P.O. Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

*Headquarter and principal place
of business in Hong Kong:*

Unit B, 9/F

Wing Hang Insurance Building

11 Wing Kut Street, Sheung Wan

Hong Kong

29 June 2026

To the Shareholders

Dear Sir or Madam,

**PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
BUY BACK SHARES;
PROPOSED RE-ELECTION OF RETIRING DIRECTORS;
PROPOSED RE-APPOINTMENT OF AUDITOR;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with all the information reasonably necessary to enable you to make an informed decision on whether to vote for or against the above proposed matters which include, inter alia, the proposed ordinary resolutions relating to (i) the proposed grant of the Issue Mandate and Buy-back Mandate; (ii) the proposed re-election of retiring Directors; and (iii) the proposed re-appointment of the auditor of the Company; and to give you Notice of the AGM.

LETTER FROM THE BOARD

2. PROPOSED GENERAL MANDATE TO ISSUE SHARES

The current general mandate granted to the Directors to issue Shares pursuant to the ordinary resolutions of the Shareholders dated 15 September 2025 will expire at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant a general and unconditional mandate to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares (including any sale or transfer of treasury Shares (if any) out of treasury). Such mandate will lapse on 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 or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the authority by an ordinary resolution of the Shareholders in general meeting. In order to ensure that flexibility and discretion be given to the Directors in the event that it becomes desirable to allot, issue and deal with additional Shares, approval is being sought from the Shareholders for the granting of the Issue Mandate to the Directors to allot, issue and deal with additional Shares (including any sale or transfer of treasury Shares (if any) out of treasury) up to a maximum of 20% of the total number of issued Shares as at the date of the passing of the ordinary resolution (excluding treasury Shares, if any) set out as resolution numbered 4(A) in the Notice of the AGM and adding to such general mandate any Shares representing the aggregate number of Shares bought back by the Company under the Buy-back Mandate. If the resolution is passed and no Share is bought back by the Company, exercise in full of the Issue Mandate (on the basis of 396,736,000 Shares in issue as at the Latest Practicable Date) would result in up to 79,347,200 new Shares being allotted, issued and dealt with by the Company.

3. PROPOSED GENERAL MANDATE TO BUY BACK SHARES

The current general mandate granted to the Directors to buy back Shares pursuant to the ordinary resolutions of the Shareholders dated 15 September 2025 will expire at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant a general and unconditional mandate to the Directors to exercise the powers of the Company to buy back Shares. Such mandate will lapse on 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 or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the authority by an ordinary resolution of the Shareholders in general meeting. A resolution to grant the Directors the Buy-back Mandate will be proposed at the AGM to enable the Directors to exercise the powers of the Company to buy back its own issued and fully paid Shares up to a maximum of 10% of the total number of issued Shares as at the date of the passing of the ordinary resolution (excluding treasury Shares, if any) set out as resolution numbered 4(B) in the Notice of the AGM. The Company at present has no immediate plan to exercise the Buy-back Mandate.

As at the Latest Practicable Date, there were 396,736,000 Shares in issue. Subject to the passing of the above resolution approving the Buy-back Mandate and on the basis that no further Shares are issued or bought back by the Company between the Latest Practicable Date and the date of the AGM, the Company would be allowed to buy back a maximum of 39,673,600 Shares.

In accordance with the GEM Listing Rules, an explanatory statement to provide the requisite information on the Buy-back Mandate is set out in Appendix I to this circular.

LETTER FROM THE BOARD

4. PROPOSED RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises seven Directors, namely, Dr. Kong Kwok Leung (“**Dr. Kong**”), Ms. Tsui Kan, Ms. Kong Chung Wai, Ms. Sin Chui Pik Christine, Mr. Chan Cheong Tat, Mr. Leung Siu Cheung and Mr. Lui Sze On.

Pursuant to Article 16.18 of the Articles of Association, at every annual general meeting of the Company, one-third of the Directors for the time being shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Ms. Tsui Kan, Ms. Sin Chui Pik Christine and Mr. Lui Sze On will retire at the AGM and, being eligible, offer themselves for re-election at the AGM.

5. PROPOSED RE-APPOINTMENT OF AUDITOR

Messrs. Grant Thornton Hong Kong Limited will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board proposed to re-appoint Messrs. Grant Thornton Hong Kong Limited as the auditor of the Company and to hold office until the next annual general meeting of the Company.

The estimated Auditor’s fees for the annual audit services for the year ending 31 March 2027 is expected to be in the range of HK\$400,000 to HK\$500,000 (exclusive of out-of-pocket expenses). Such estimated Auditor’s fees have been determined after negotiations between the Company and the Auditor, taking into account, among other things, historical audit fees, prevailing market rates, the complexity and business plans of the Group, the expected audit scope, the audit timetable, and the Auditor’s resources required. The estimated range is based on the assumption that there is no material change in the operations of the Group and that all required accounting schedules and supporting documents are provided in a complete and timely manner in accordance with the proposed audit timetable, and final audit fees might be adjusted should there be any material change in these bases and assumptions. The estimated Auditor’s fees are considered to be fair and reasonable after due consideration of the facts and circumstances known at the relevant time, and save for any material changes, the final audit fees are not expected to differ materially from the estimated audit fees disclosed above.

6. CLOSURE OF REGISTER OF MEMBERS

The AGM is scheduled to be held on Thursday, 6 August 2026 at 12:30 p.m. and the record date of the AGM is Thursday, 6 August 2026. For determining the entitlement to attend and vote at the AGM, the Register of Members will be closed from Monday, 3 August 2026 to Thursday, 6 August 2026, both days inclusive, during which period no transfer of Shares will be registered. All transfers of Shares accompanied by the relevant Share certificates and the appropriate transfer forms must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Friday, 31 July 2026.

LETTER FROM THE BOARD

7. AGM

The Notice of the AGM is set out in Appendix III to this circular.

A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you are able or intend to attend the AGM, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, located at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. on or before 12:30 p.m. on Tuesday, 4 August 2026 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

8. VOTING BY POLL AT GENERAL MEETINGS

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the GEM Listing Rules, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, pursuant to Article 13.6 of the Articles of Association, each resolution set out in the Notice to the AGM which is put to vote at the AGM shall be decided by poll. The Company will appoint scrutineers to handle vote-taking procedures at the AGM.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Issue Mandate, the Buy-back Mandate, the re-election of retiring Directors, and the re-appointment of the auditor of the Company. Therefore, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM.

The results of the poll will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.medicskinholdings.com as soon as possible after the conclusion of the AGM in accordance with Rule 17.47(5) of the GEM Listing Rules.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

10. RECOMMENDATION

The Directors consider that the proposed ordinary resolutions for approval of, among other things, (i) the proposed grant of the Issue Mandate and the Buy-back Mandate; (ii) the proposed re-election of retiring Directors; and (iii) the proposed re-appointment of the auditor of the Company; in each case as described in this circular, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

By Order of the Board
Medicskin Holdings Limited
Dr. Kong Kwok Leung
Chairman

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their fully paid-up Shares on the Stock Exchange subject to certain restrictions.

The following is the explanatory statement required to be sent to the Shareholders under the GEM Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the grant of the Buy-back Mandate.

1. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Buy-back Mandate is in the best interests of the Company and the Shareholders. Such buy-back of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or the earnings per Share of the Company and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders. The Directors have no present intention to buy back any of the securities of the Company.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 396,736,000 Shares of HK\$0.01 each.

Subject to the passing of the resolution approving the Buy-back Mandate, and assuming no Share will be issued or bought back by the Company during the period between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 39,673,600 Shares, representing 10% of the total number of Shares issue (excluding treasury shares, if any) as at the date of passing the relevant resolution. The Buy-back Mandate, if granted at the AGM, will lapse on 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 or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the authority by an ordinary resolution of the Shareholders in general meeting.

If the Company purchases any Shares pursuant of the Buy-back Mandate, the Company will either cancel Shares repurchased or hold Shares repurchased as treasury Shares, subject to market conditions and the capital management needs of the Group at the relevant time of the repurchase(s).

For the treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall:

- (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the treasury Shares deposited with CCASS;
- (ii) in the case of dividends or distributions, withdraw the treasury Shares from CCASS, and either re-register them in its own name as treasury Shares or cancel them, in each case before the record date for the dividends or distributions; and

- (iii) take any other appropriate measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as treasury Shares.

3. FUNDING OF SHARE BUY-BACK AND IMPACT ON WORKING CAPITAL OR GEARING POSITION

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association and the applicable laws of the Cayman Islands.

If the Buy-back Mandate was exercised in full, there might be a material adverse effect 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 March 2026). However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. DIRECTORS DEALINGS AND CORE CONNECTED PERSON

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, their close associates (as defined in the GEM Listing Rules), have any present intention to sell to the Company or its subsidiaries any Shares under the Buy-back Mandate if such is approved by the Shareholders.

Pursuant to Rule 13.11(2) of the GEM Listing Rules, no core connected persons (as defined in the GEM Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or have undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date and up to that date were as follows:

Month	Trading price per Share	
	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2025		
May	0.168	0.168
June	0.202	0.126
July	0.215	0.134
August	0.222	0.163
September	0.220	0.123
October	0.196	0.135
November	0.199	0.132
December	0.165	0.144
2026		
January	0.200	0.144
February	0.200	0.161
March	0.170	0.145
April	0.143	0.130
May	0.150	0.120
June (<i>up to the Latest Practicable Date</i>)	0.125	0.102

6. SHARE BUY-BACK MADE BY THE COMPANY

There have been no Share buy-backs by the Company in the previous six months immediately preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

7. GENERAL

The Directors will exercise the power of the Company to repurchase the Shares pursuant to the Buy-back Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

Neither the explanatory statement nor the proposed share buy-back has any unusual features.

8. TAKEOVERS CODE

If, on the exercise of the power to buy back 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 for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined under the Takeovers Code) could, depending on the level of increase of the Shareholder(s)' interest, obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Topline Worldwide Limited ("**Topline**") is beneficially interested in 274,865,400 Shares, representing approximately 69.28% of the total number of issued Shares. The entire issued share capital of Topline is beneficially owned by Dr. Kong, the chairman and chief executive officer of the Company and an executive Director. Accordingly, Dr. Kong is deemed to be interested in all the Shares held by Topline.

In the event that the Buy-back Mandate was exercised in full by the Company, the percentage shareholding of Topline and Dr. Kong in the Company would increase to approximately 76.98%. Such an increase would not result in Topline or Dr. Kong having to make a mandatory offer under Rule 26 of the Takeovers Code, but would result in the aggregate amount of the issued share capital of the Company in public hands being reduced to less than 25%. The Directors have no present intention to exercise the Buy-back Mandate to such extent as would cause the public float to fall below 25% of the issued share capital of the Company or such other minimum percentage as prescribed by the GEM Listing Rules from time to time.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases made pursuant to the Buy-back Mandate.

The following are the biographies of each of the retiring Directors proposed to be re-elected at the AGM.

Save as disclosed herein, each Director has confirmed that: (i) as at the Latest Practicable Date, he or she does not have any other interest in the Shares within the meaning of Part XV of the SFO; (ii) he or she does not have any relationship with any other Directors, members of senior management, substantial Shareholders or controlling Shareholders (as defined in the GEM Listing Rules) of the Company; (iii) he or she has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years nor any other position in the Company or the Group; (iv) he or she has no any other major appointments and professional qualifications; and (v) there is no other matter in relation to his or her re-election as a Director that needs to be brought to the attention of the Shareholders, or any information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

EXECUTIVE DIRECTOR

Ms. Tsui Kan (徐勤) (“Ms. Tsui”), aged 42, is an executive Director and the vice-president of the Group. Ms. Tsui is a person cohabiting as spouse with Dr. Kong, an executive Director, the chairman and chief executive officer of the Company. Ms. Tsui joined the Group in January 2016 and is responsible for overseeing the product development and marketing strategies of the Group. She was appointed as an executive Director with effect from 1 March 2018. She is also a director of certain subsidiaries of the Company.

Ms. Tsui obtained her bachelor’s degree of Laws from Zhejiang University in June 2004.

As at the Latest Practicable Date, in her capacity as an executive Director, Ms. Tsui has entered into a service agreement with the Company for a term of three years commencing from 1 March 2018 and continuing thereafter until terminated by either party giving not less than three months’ notice in writing to the other. Ms. Tsui is also subject to retirement by rotation at least once every three years in accordance with the Articles of Association. Pursuant to the service agreement between Ms. Tsui and the Company, Ms. Tsui is entitled to receive an annual fee of HK\$60,000, subject to annual review by the Remuneration Committee, and an annual discretionary bonus of a sum to be determined by the Remuneration Committee and approved by the Board at its absolute discretion. The remuneration shall be determined by the Board with regard to both corporate and individual performance and factors such as comparable market remuneration, time commitment and responsibilities. Ms. Tsui’s total emoluments for the year ended 31 March 2026 was approximately HK\$583,000, of which HK\$523,000 was paid to her in her capacity as the vice-president of the Group. Save as disclosed above, Ms. Tsui is not entitled to any other emoluments.

Ms. Sin Chui Pik Christine (冼翠碧) (“Ms. Sin”), aged 47, is an executive Director, the chief financial officer of the Group and the Company Secretary. She joined the Group in March 2014 and is responsible for overseeing the financial and accounting matters of the Group and engaging in company secretarial functions for the Company. She is also a member of the Remuneration Committee.

Ms. Sin obtained her bachelor's degree of Business Administration in Accounting from Hong Kong Baptist University in December 2001. Ms. Sin is a fellow member of the HKICPA and the Association of Chartered Certified Accountants. She has accumulated over 24 years of accounting and auditing experience. Before joining the Group, Ms. Sin worked for Deloitte Touche Tohmatsu, an international public accounting and auditing firm from 2001 to 2004 and from 2005 to 2014, where she most recently served as a manager. She has also served as an independent non-executive director of Neway Group Holdings Limited (stock code: 55) since September 2023.

As at the Latest Practicable Date, in her capacity as an executive Director, Ms. Sin has entered into a service agreement with the Company for a term of three years commencing from 1 January 2017 and continuing thereafter until terminated by either party giving not less than three months' notice in writing to the other. Ms. Sin is also subject to retirement by rotation at least once every three years in accordance with the Articles of Association. Pursuant to the service agreement between Ms. Sin and the Company, Ms. Sin is entitled to receive an annual fee of HK\$60,000, subject to annual review by the Remuneration Committee, and an annual discretionary bonus of a sum to be determined by the Remuneration Committee and approved by the Board at its absolute discretion. The remuneration shall be determined by the Board with regard to both corporate and individual performance and factors such as comparable market remuneration, time commitment and responsibilities. Ms. Sin's total emoluments for the year ended 31 March 2026 was approximately HK\$1,028,000, of which HK\$968,000 was paid to her in her capacity as the chief financial officer of the Group and the Company Secretary. Save as disclosed above, Ms. Sin is not entitled to any other emoluments.

Mr. Lui Sze On (呂思安) ("Mr. Lui"), aged 53 was appointed as an independent non-executive Director on 6 September 2023. He is also a member of the audit committee of the Board, Remuneration Committee and Nomination Committee.

Mr. Lui has over 20 years of management experience in the services industry. He worked for several large hotel groups in Hong Kong from 1989 to 2018. Between 2021 and 2023, Mr. Lui was a Manager of the General Service Center of China Resources (Holdings) Company Limited.

As at the Latest Practicable Date, in his capacity as an independent non-executive Director, Mr. Lui has entered into a service agreement with the Company for a term of three years commencing from 6 September 2023 and continuing thereafter until terminated by either party giving not less than three months' notice in writing to the other. Mr. Lui is also subject to retirement by rotation at least once every three years in accordance with the Articles of Association. Pursuant to the service agreement between Mr. Lui and the Company, Mr. Lui is entitled to receive an annual fee of HK\$180,000, subject to annual review by the Remuneration Committee. Mr. Lui's total emoluments for the year ended 31 March 2026 was HK\$180,000. The remuneration shall be determined by the Board with regard to remuneration of comparable companies. Save as disclosed above, Mr. Lui is not entitled to any other emoluments.

**MEDICSKIN HOLDINGS LIMITED****密迪斯肌控股有限公司***(Incorporated in the Cayman Islands with limited liability)***(Stock Code: 8307)**

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of Medicskin Holdings Limited (the “**Company**”) will be held at Level 48, The Center, 99 Queen’s Road Central, Central, Hong Kong on Thursday, 6 August 2026, at 12:30 p.m. to consider and, if thought fit, transact the following business:

ORDINARY BUSINESS

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 “**Director(s)**”) and the auditor of the Company for the year ended 31 March 2026;
2. (A) To re-elect the following retiring Directors:
 - (i) To re-elect Ms. Tsui Kan as an executive Director;
 - (ii) To re-elect Ms. Sin Chui Pik Christine as an executive Director; and
 - (iii) To re-elect Mr. Lui Sze On as an independent non-executive Director; and(B) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors;
3. To re-appoint Messrs. Grant Thornton Hong Kong Limited as the auditor of the Company and to authorise the Board to fix its remuneration; and

SPECIAL BUSINESS

4. To consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolutions:

(A) **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the **“GEM Listing Rules”**), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with additional shares of HK\$0.01 each (including any sale or transfer of treasury Shares (if any) out of treasury) in the capital of the Company (the **“Share(s)”**) and to make or grant offers, agreements and options, including bonds and warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (including any sale or transfer of treasury Shares (if any) out of treasury) (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the GEM Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares of the Company shall not exceed 20% of the number of issued Shares (excluding treasury Shares, if any) on the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).

Any reference to an allotment, issue, grant, offer or disposal of shares shall include the sale or transfer of treasury shares in the capital of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, options, warrants or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations.”

(B) “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”), and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Act (as revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of issued Shares which may be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate number of issued Shares (excluding treasury Shares, if any) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution, “Relevant Period” shall have the same meaning as the resolution numbered 4(A)(d) above.”

- (C) “**THAT** conditional on the passing of resolutions numbered 4(A) and 4(B) above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4(A) above be and it is hereby extended by the addition to the aggregate number of issued Shares (including any sale or transfer of treasury Shares (if any) out of treasury) which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors to or in accordance with such general mandate of an amount representing the aggregate number of issued Shares purchased by the Company (up to a maximum equivalent to 10% of the number of issued Shares (excluding treasury Shares, if any) as at the date of the passing of this resolution) pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 4(B) above.”

By Order of the Board
Medicskin Holdings Limited
Dr. Kong Kwok Leung
Chairman

Hong Kong, 29 June 2026

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy needs not be a member of the Company.
- (2) Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally 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 personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- (3) To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 48 hours before the time fixed for holding the meeting (i.e. on or before 12:30 p.m. on Tuesday, 4 August 2026 (Hong Kong time)) or any adjournment thereof.
- (4) Pursuant to the Articles of Association, the chairman of the meeting will demand a poll on each of the resolutions set out in this notice put to the vote at the meeting.
- (5) For the purpose of determining the entitlement of the members to attend and vote at the AGM, the Register of Members will be closed from Monday, 3 August 2026 to Thursday, 6 August 2026, both days inclusive, during which period no transfer of Shares will be registered. All transfers of Shares accompanied by the relevant Share certificates and the appropriate transfer forms must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Friday, 31 July 2026.

- (6) The Shareholders may choose to vote by filling in and submitting the relevant proxy form of the AGM, and appoint the chairman of the AGM as a proxy to vote on relevant resolution(s) as instructed in accordance with the relevant proxy form instead of attending the AGM in person.
- (7) Completion and return of the proxy form will not preclude the Shareholders from attending and voting in person at the AGM or any adjournment thereof should such Shareholder subsequently so wish.