# THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**If you have sold or transferred** all your shares in Kingworld Medicines Group 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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KINGWORLD MEDICINES GROUP LIMITED

金活醫藥集團有限公司

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

**(Stock code: 01110)**

# (1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS, (2) PROPOSED RE-APPOINTMENT OF AUDITOR, (3) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, AND (4) NOTICE OF ANNUAL GENERAL MEETING

A letter from the Board is set out on pages 4 to 8 of this circular.

A notice convening the annual general meeting of Kingworld Medicines Group Limited to be held at the Conference Room, Unit 613, 6th Floor, Goodluck Industrial Centre, 808 Lai Chi Kok Road, Kowloon, Hong Kong on Friday, 29 May 2026 at 11:00 a.m. is set out on pages 16 to 19 of this circular. A form of proxy for use at the annual general meeting is enclosed in this circular. Whether or not you are able to attend such meeting, please complete the enclosed form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the annual general meeting (i.e. not later than Wednesday, 27 May 2026 at 11:00 a.m.) 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 or any adjournment thereof should you so wish.

21 April 2026

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

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| "AGM" or "Annual General Meeting" | the annual general meeting of the Company to be held at the Conference Room, Unit 613, 6th Floor, Goodluck Industrial Centre, 808 Lai Chi Kok Road, Kowloon, Hong Kong on Friday, 29 May 2026 at 11:00 a.m., notice of which is set out on pages 16 to 19 of this circular and any adjournment thereof |
| "Articles of Association" | the second amended and restated articles of association of the Company as amended from time to time |
| "Board" | the board of directors of the Company |
| "BVI" | the British Virgin Islands |
| "CCASS" | the Central Clearing and Settlement System operated by Hong Kong Securities Clearing Company Limited |
| "close associates" | has the meaning ascribed to it under the Listing Rules |
| "Company" | Kingworld Medicines Group Limited (金活醫藥集團有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 01110) |
| "Company Law" | the Company Law of the Cayman Islands for the time being in force |
| "Controlling Shareholder(s)" | has the meaning ascribed to it under the Listing Rules |
| "core connected person(s)" | has the meaning ascribed to it under the Listing Rules |
| "Director(s)" | the director(s) of the Company |
| "Golden Land" | Golden Land International Limited (金國國際有限公司), a limited liability company incorporated under the laws of the BVI on 27 May 2008 and wholly owned by Mr. Zhao. Golden Land is one of the Controlling Shareholders of the Company |

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|---|---|
| "Golden Morning" | Golden Morning International Limited (金辰國際有限公司), a limited liability company incorporated under the laws of the BVI on 27 May 2008 and wholly owned by Ms. Chan. Golden Morning is one of the Controlling Shareholders 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 Administration Region of the PRC |
| "Issue Mandate" | a general and unconditional mandate to be granted to the Directors to allot, issue and deal with the Shares (including any sale or transfer of treasury shares) up to a maximum of 20% of the total number of issued shares of the Company (excluding any Treasury Shares) as at the date of passing of the relevant ordinary resolution to grant such mandate |
| "Latest Practicable Date" | 16 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular |
| "Listing Rules" | the Rules Governing the Listing of Securities on the Stock Exchange |
| "Memorandum and Articles" | the memorandum of association of the Company as amended from time to time and the Articles of Association |
| "Mr. Zhao" | Zhao Li Sheng (趙利生), the chairman, an executive Director, a co-founder and Controlling Shareholder of the Company |
| "Ms. Chan" | Chan Lok San (陳樂燊), an executive Director, a co-founder and Controlling Shareholder of the Company |
| "PRC" | the People's Republic of China |

| | |
|---|---|
| "Repurchase Mandate" | a general and unconditional mandate to be granted to the Directors to repurchase Shares up to a maximum of 10% of the total number of issued shares of the Company (excluding any Treasury Shares) as at the date of passing of the relevant ordinary resolution to grant such mandate |
| "RMB" | Renminbi, the lawful currency of the PRC |
| "SFO" | the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time |
| "Share(s)" | ordinary share(s) of nominal value of HK$0.10 each in the issued share capital of the Company |
| "Share Options" | share options that can be granted under the Share Option Scheme |
| "Share Option Scheme" | the share option scheme adopted by the Company on 5 November 2010 |
| "Shareholder(s)" | the holders of the shares of the Company |
| "Stock Exchange" | The Stock Exchange of Hong Kong Limited |
| "SZ Industry" | Shenzhen Kingworld Industry Company Limited (深圳市金活實業有限公司) |
| "SZ Kingworld" | SZ Kingworld Medicine Company Limited (深圳市金活醫藥有限公司), a wholly owned subsidiary of the Company |
| "Takeovers Code" | the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong |
| "Treasury Shares" | has the meaning ascribed to it under the Listing Rules |

KINGWORLD MEDICINES GROUP LIMITED
金活醫藥集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*
**(Stock code: 01110)**

*Executive Directors:*
Mr. Zhao Li Sheng
Ms. Chan Lok San
Mr. Zhou Xuhua

*Independent Non-executive Directors:*
Mr. Duan Jidong
Mr. Wong Cheuk Lam
Dr. Chu Xiaoping

*Registered Office:*
Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

*Principal Place of Business in Hong Kong:*
Unit 613, 6th Floor
Goodluck Industrial Centre
808 Lai Chi Kok Road
Kowloon
Hong Kong

21 April 2026

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS,**
**(2) PROPOSED RE-APPOINTMENT OF AUDITOR,**
**(3) PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,**
**AND**
**(4) NOTICE OF ANNUAL GENERAL MEETING**

## (1) INTRODUCTION

The main purpose of this circular is to provide you with, among other things:

(i) further information as is necessary to enable you to make an informed decision on whether to vote for or against the resolutions to be proposed at the AGM relating to;

(a) the re-election of retiring Directors in accordance with the Memorandum and Articles;

(b) the re-appointment of auditor;

(c) the granting to the Directors the Issue Mandate and the Repurchase Mandate;

(d) the extension of the Issue Mandate to include Shares repurchased pursuant to the Repurchase Mandate; and

(ii) the notice of the AGM.

## (2) PROPOSED RE-ELECTION OF RETIRING DIRECTORS

Pursuant to article 112 of the Articles of Association, the Board shall have power to appoint a Director whose appointment shall only be until the first annual general meeting after his/her appointment but then be eligible for re-election. Besides, pursuant to article 108 of the Articles of Association, one third of the Directors (or, if their number is not a multiple of three, the number nearest to but not less than one third) shall retire from office by rotation at each annual general meeting provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Further, any Director appointed by the Board pursuant to article 112 of the Articles of Association shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation. Accordingly, Mr. Zhao Li Sheng being the executive Directors, Mr. Duan Jidong being the independent non-executive Directors, shall hold office until the forthcoming AGM and, being eligible, will offer themselves for re-election at the forthcoming AGM. Notwithstanding that Mr. Duan Jidong has served on the Board for more than nine years, the nomination committee of the Company and the Board are of the view that this would not affect the exercise of his independent judgement as he has been providing objective views and independent opinions to the Company over the years. In considering the re-election of Mr. Duan Jidong, with the assistance and recommendation from the nomination committee of the Company, the Board has reviewed the structure, size, composition and diversity of the Board from a number of aspects, including but not limited to the age, gender, nationality, length of service and the professional experience, skills and expertise of Mr. Duan Jidong. The Board is of the view that his education, background and experience practice allow him to provide valuable and relevant insights and contribute to the diversity of the Board. The Board is also of the view that during his tenure as independent non-executive Director, Mr. Duan Jidong has made positive contributions to the Group's development, strategy and performance with his independent advice and comments and his understanding of the business of the Group. The Board believes that Mr. Duan Jidong will bring his valuable experience to the Board for promoting the best interests of the Company and its Shareholders. Holding not more than six listed companies' directorship, Mr. Duan Jidong is able to devote sufficient time and attention to perform the duties as independent non-executive Directors. Alongside the other independent non-executive Directors, he will contribute to ensuring that the interests of all Shareholders are taken into account and that relevant issues are subject to objective and dispassionate consideration by the Board. The Company has received written confirmation from Mr. Duan Jidong on his independence in accordance with the Listing Rules. In view of the aforesaid factors, the Board would recommend Mr. Duan Jidong for re-election at the forthcoming AGM.

At the AGM, ordinary resolutions set out in resolutions numbered 2 to 3 of the notice of the AGM will be proposed to re-elect Mr. Zhao Li Sheng as the executive Director, Mr. Duan Jidong as the independent non-executive Director, respectively.

Biographical details of each of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix I to this circular.

## (3) PROPOSED RE-APPOINTMENT OF AUDITOR

Crowe (HK) CPA Limited will retire as the auditor of the Company at the AGM and being eligible, offer themselves for re-appointment as the auditor of the Company. Details of the re-appointment of auditor are set out in the ordinary resolution numbered 4 of the notice of the AGM.

## (4) GENERAL MANDATES

At the annual general meeting of the Company held on 29 May 2025, ordinary resolutions were passed to grant to the Directors general and unconditional mandates to allot, issue and deal with the Shares of up to a maximum of 20% of the total number of issued shares of the Company as at the date of the passing of the ordinary resolution approving the relevant mandate and to repurchase Shares of up to a maximum of 10% of the total number of issued shares of the Company as at the date of the passing of the ordinary resolution approving the relevant mandate respectively and to extend the general mandate to allot, issue and deal with the Shares to include Shares repurchased under the general mandate to repurchase Shares. These general mandates will lapse at the conclusion of the AGM. It is therefore proposed to renew these general mandates at the AGM.

### (a) Issue Mandate

At the AGM, an ordinary resolution set out in resolution numbered 5 of the notice of the AGM will be proposed to the Shareholders to consider and, if thought fit, to grant to the Directors a new general and unconditional mandate to allot, issue and deal with the Shares (including any disposal or transfer of Treasury Shares) up to a maximum of 20% of the total number of issued shares (excluding Treasury Shares, if any) of the Company as at the date of passing of such ordinary resolution. As at the Latest Practicable Date, the total number of Shares in issue was 622,500,000. Up to the Latest Practicable Date, no outstanding Share Options have been granted. In addition, the share option scheme adopted by the Shareholders on 20 August 2021 was terminated by the Board on 14 April 2025. Subject to the passing of the proposed resolution, the maximum number of new Shares to be issued under the Issue Mandate will be 124,500,000 Shares (assuming that no further Shares will be issued or repurchased by the Company prior to the AGM).

Subject to the passing of the Issue Mandate and the Repurchase Mandate, an ordinary resolution set out in resolution numbered 7 of the notice of the AGM will be proposed to extend the Issue Mandate to increase the limit of the Issue Mandate by adding to it the number of Shares repurchased under the Repurchase Mandate.

**(b) Repurchase Mandate**

At the AGM, an ordinary resolution set out in resolution numbered 6 of the notice of the AGM will be proposed to the Shareholders to consider, and if thought fit, to grant to the Directors a new general and unconditional mandate to exercise all powers of the Company to repurchase, subject to the criteria set out in the circular, Shares up to a maximum of 10% of the total number of issued shares of the Company (excluding Treasury Shares, if any) as at the date of passing of such ordinary resolution. If the Company conducts a share consolidation or subdivision after the Issue Mandate or the Repurchase Mandate has been approved in the AGM, the maximum number of Shares that may be allotted, issued and otherwise dealt with under the Issue Mandate or repurchased under the Repurchase Mandate (as the case may be) 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.

An explanatory statement containing relevant information relating to the Repurchase Mandate as required by the Listing Rules to be sent to the Shareholders is set out in Appendix II to this circular. The explanatory statement contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution relating to the Repurchase Mandate at the AGM.

**(5) ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

A notice convening the AGM to be held at the Conference Room, Unit 613, 6th Floor, Goodluck Industrial Centre, 808 Lai Chi Kok Road, Kowloon, Hong Kong on Friday, 29 May 2026 at 11:00 a.m. is set out on pages 16 to 19 of this circular. At the AGM, ordinary resolutions will be proposed to approve, inter alia, (i) the proposed re-election of retiring directors, (ii) the proposed re-appointment of auditors, (iii) the general mandates to issue Shares and to repurchase Shares and (iv) the extension of the Issue Mandate to include Shares repurchased pursuant to the Repurchase Mandate.

A form of proxy for use at the AGM is enclosed in this circular. Whether or not you are able to attend such meeting, please complete, sign and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible, and in any event not less than 48 hours before the time appointed for holding of the AGM (i.e. not later than Wednesday, 27 May 2026 at 11:00 a.m.) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

Pursuant to Rule 13.39(4) of the Listing Rules, all votes of the Shareholders at the AGM must be taken by poll. The chairman of the meeting will therefore demand a poll for every resolution to be passed at the AGM pursuant to the Memorandum and Articles. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Pursuant to the Memorandum and Articles, for the purpose of holding the AGM, the register of members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026 (both days inclusive), during which period no transfer of Shares of the Company will be registered.

In order to be qualified for attending and voting at the AGM, Shareholders must lodge all share transfer documents with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Friday, 22 May 2026.

## (6) 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 collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirmed, having made all reasonable enquiries, 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 in this circular misleading.

## (7) RECOMMENDATION

The Directors consider that the proposed re-election of retiring Directors, the proposed re-appointment of auditor, the proposed declaration of final dividend and the proposed granting of the Issue Mandate and the Repurchase Mandate to the Directors and the extension of the Issue Mandate are in the interests of the Company and the Shareholders as a whole, and accordingly, recommend the Shareholders to vote in favour of the relevant resolutions at the AGM.

Yours faithfully,
By order of the Board
**Kingworld Medicines Group Limited**
**Zhao Li Sheng**
*Chairman*

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

**Mr. Zhao Li Sheng (趙利生)**, aged 67, was appointed as an executive Director of the Company on 25 September 2008. He is the co-founder of the Group and the chairman of the Company. He is primarily responsible for the Group's overall strategic planning and business management. He has over 30 years of experience in business management and development in the distribution of pharmaceutical and healthcare products. He was also appointed as the chairman of Shenzhen Kingworld Industry Company Limited ("**SZ Industry**") in 1994 and the general manager and chairman of SZ Kingworld Medicine Company Limited ("**SZ Kingworld**") in 1996. Mr. Zhao was qualified as a senior business manager by the Business Management Qualification Accreditation Committee of Hubei Province in December 2002. Mr. Zhao was a member of the standing committee (常委) of the 4th and 5th Shenzhen Committee of the Chinese People's Political Consultative Conference (深圳市政協第四及第五屆委員會). Mr. Zhao was the vice-president of The Fifth Council of the Shenzhen General Chamber of Commerce (深圳市總商會(工商聯)第五屆理事會) in 2005. He was the honorary director (名譽會董) of the Federation of Hong Kong Chiu Chow Community Organisations, the council member (理事) of the Third Session of China Overseas Friendship Association (第三屆中華海外聯誼會) in 2008 and the standing council member (常務理事) of the Third China Economic and Social Council (第三屆中國經濟社會理事會) in 2009. Currently, he is the vice president (副會長) of the Shenzhen Healthcare Association (深圳市保健協會) and the Fifth Council of the Pharmaceutical Profession Association (深圳市醫藥行業協會第五屆理事會). He is also the chairman of the Youth Chawnese Committee of Shenzhen (深圳潮人海外經濟促進會青年委員會). Save as disclosed above, he did not hold any directorships in listed public companies or any other major appointments in Hong Kong or overseas in the three years preceding the Latest Practicable Date.

Mr. Zhao is (i) the spouse of Ms. Chan Lok San (陳樂燊), an executive Director of the Company; and (ii) the father of Mr. Zhao Kin Wai (趙鍵瑋) and Ms. Zhao Weiying (趙蔚瑛), members of the senior management of the Company. He is also the sole shareholder and director of Golden Land, a Controlling Shareholder of the Company. Save as disclosed above, Mr. Zhao does not have any relationships with any other Directors, senior management, substantial shareholders (as defined in the Listing Rules) or Controlling Shareholders of the Company.

Mr. Zhao has entered into a service contract with the Company for a term of three years commencing from the Listing Date and may be terminated by not less than three months' prior notice in writing served by either party on the other. Subject to the retirement and re-election at the annual general meeting of the Company in accordance with (inter alia) the Memorandum and Articles, the service contract had been renewed on 25 November 2025 for a term of three years or until being terminated pursuant to the terms of the service contract. Under the service agreement, Mr. Zhao is currently entitled to an annual basic salary of RMB1,468,000 and a discretionary year-end bonus of an amount to be determined by the remuneration committee and approved by the Board. He will also be entitled to reimbursement of reasonable travelling,

hotel, entertainment and other expenses properly incurred in the performance of his duties under the service contract. The Board determined the remuneration package of Mr. Zhao on the basis of the Company's performance, together with Mr. Zhao's qualifications, responsibilities, experience, contributions to and positions held with the Company.

By virtue of the SFO, as at the Latest Practicable Date, Mr. Zhao is interested in the 24,888,000 Shares directly held by himself, and is deemed to be interested in the 297,812,250 Shares directly held by Golden Land, which is wholly owned by him, the 90,000,000 Shares directly held by Golden Morning, which is wholly owned by his wife, Ms. Chan, and the 588,000 Shares directly held by Ms. Chan. These Shares represent approximately 66.39% of the issued share capital of the Company. Save as disclosed above, Mr. Zhao did not have any other interests in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Save as disclosed above, the Board is not aware of any other information relating to Mr. Zhao that needs to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of the Rule 13.51(2) of the Listing Rules.

**Mr. Duan Jidong (段繼東)**, aged 60, was appointed as an independent non-executive Director of the Company on 5 November 2010. He has approximately 35 years of experience in the pharmaceutical industry. Mr. Duan received a bachelor degree in medicine at The Shanghai Railway Medical Institute (上海鐵道醫學院) in 1989, and was a surgeon with the Central Hospital of Shenyang Railway Bureau (原瀋陽鐵路局中心醫院) from 1989 to 1994 and worked in the Beijing Mundipharma Pharmaceutical Company Limited (北京萌蒂製藥有限公司) from 1994 to 1998. Mr. Duan served as the chairman and legal representative of Kunming Baker Norton Pharmaceutical Company Limited from December 2002 to April 2006, a director of Holley Pharmaceutical (Chongqing) Co., Ltd. (重慶華立藥業股份有限公司, stock code: 000607), a company listed on the Shenzhen Stock Exchange, from 2005 to 2006, and a director of Wuhan Jianmin Pharmaceutical Groups Corp, Ltd. (武漢健民藥業集團股份有限公司, stock code: 600976), a company listed on the Shanghai Stock Exchange, from 2004 to 2006. He was a chief executive officer from 2002 to 2005, and a director from 2004 to 2006, of Kunming Pharmaceutical Group Corporation, Ltd. (昆明製藥集團股份有限公司, stock code: 600422), a company listed on the Shanghai Stock Exchange. From April 2008 to April 2011, he was an independent non-executive director of Zhejiang CONBA Pharmaceutical Company Limited (浙江康恩貝製藥股份有限公司, stock code: 600572), a company listed on the Shanghai Stock Exchange. Since February 2013, he has been an independent non-executive Director of Yan He Medicines Company Limited (仁和藥業股份有限公司, stock code: 000650), a company listed on the Shenzhen Stock Exchange. Currently, he is the chairman of Beijing Strategy & Action Enterprise Management Consulting Company Limited (北京時代方略企業管理諮詢有限公司). Save as disclosed above, Mr. Duan did not hold any directorships in listed public companies or any other major appointments in Hong Kong or overseas in the three years preceding the Latest Practicable Date.

Mr. Duan does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or Controlling Shareholders of the Company.

Mr. Duan has entered into a letter of appointment with the Company for a term of three years commencing from the Listing Date and may be terminated by not less than three months' prior notice in writing served by either party on the other. Subject to the retirement and re-election at the annual general meeting of the Company in accordance with (inter alia) the Memorandum and Articles, the letter of appointment had been renewed on 25 November 2025 for a term of three years or until being terminated pursuant to the terms of the letter of appointment. Under the letter of appointment, Mr. Duan is currently entitled to an annual basic salary of RMB159,000. Mr. Duan will also be entitled to reimbursement of reasonable travelling, hotel, entertainment and other expenses properly incurred in the performance of his duties under the letter of appointment. The Board determined the remuneration package of Mr. Duan on the basis of the Company's performance, together with his qualifications, responsibilities, experience, contributions to and positions held with the Company.

As at the Latest Practicable Date, Mr. Duan is interested in 288,000 Shares directly held by himself, representing approximately 0.05% of the issued share capital of the Company. Save as disclosed above, Mr. Duan did not have any interests or short positions in the Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO. The Company is of the view that Mr. Duan has satisfied the requirement of independence as set out in Rule 3.13 of the Listing Rules.

Save as disclosed above, the Board is not aware of any other information relating to Mr. Duan that needs to be brought to the attention of the Shareholders and there is no information which is required to be disclosed pursuant to any of the requirements of the provisions under paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

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

## 1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised of 622,500,000 Shares. Subject to the passing of the relevant resolution(s) as set out in the notice of the AGM and assuming that no further Shares are issued or repurchased by the Company prior to the AGM, the Directors will be authorised to repurchase up to 62,250,000 Shares (being 10% of the issued share capital of the Company as at the date of the AGM) pursuant to the Repurchase Mandate during the period ending 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 law to be held; or (iii) the revocation and variation of the authority given under this resolution by an ordinary resolution of the Shareholders in general meeting.

## 2. REASONS FOR REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders to seek a general authority from the Shareholders to enable the Company to repurchase its Shares on the Stock Exchange. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders.

## 3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purposes in accordance with its Memorandum and Articles, the laws of the Cayman Islands and the Listing Rules. The laws of the Cayman Islands provide that the amount of capital paid in connection with a share repurchase may only be paid out of either the profits of the company or out of the proceeds of a fresh issue of shares made for such purpose or, if so authorised by its memorandum and articles and subject to the provisions of the Cayman Islands laws, out of capital. The amount of premium payable on repurchase may be paid out of profits of the company or out of the share premium account of the company, or, if so authorised by its memorandum and articles and subject to the provisions of the Cayman Islands laws, out of capital before the shares are repurchased. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

## 4. IMPACT OF REPURCHASES

Based on the financial position disclosed in the recently published audited accounts of the Company for the year ended 31 December 2025, the Directors consider that there will not be any material adverse impact on the working capital or gearing position of the Company in the event that the Repurchase Mandate is to be carried out in full at any time during the proposed repurchase period. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time having regard to the circumstances then prevailing and in the best interests of the Company.

## 5. SHARE PRICES

The following table shows the highest and lowest prices at which the Shares have traded on the Stock Exchange for each of the previous twelve calendar months immediately preceding (and including) the Latest Practicable Date:

| | **Share Price Per Share** | |
|---|---|---|
| | **Highest** | **Lowest** |
| | *HK$* | *HK$* |
| **2025** | | |
| April | 0.56 | 0.46 |
| May | 0.61 | 0.52 |
| June | 0.61 | 0.55 |
| July | 0.60 | 0.53 |
| August | 0.62 | 0.54 |
| September | 0.58 | 0.50 |
| October | 0.53 | 0.50 |
| November | 0.53 | 0.50 |
| December | 0.55 | 0.51 |
| **2026** | | |
| January | 0.60 | 0.50 |
| February | 0.56 | 0.52 |
| March | 0.51 | 0.48 |
| April *(up to the Latest Practicable Date)* | 0.50 | 0.47 |

## 6. GENERAL

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates has any present intention to sell any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise power of the Company to repurchase the Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands in the event that it is granted by the Shareholders.

The Company has not been notified by any core connected person that such a person has a present intention to sell, or has undertaken not to sell, any Shares to the Company, if the Repurchase Mandate is approved by the Shareholders.

## 7. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of securities, 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 the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of such increase, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Zhao (a Director), Ms. Chan (a Director), Golden Land and Golden Morning are the Controlling Shareholders of the Company and they hold 24,888,000 Shares, 588,000 Shares, 297,812,250 Shares and 90,000,000 Shares, respectively. As Golden Land is wholly owned by Mr. Zhao and Golden Morning is wholly owned by Ms. Chan (the spouse of Mr. Zhao), all of them will be deemed to be interested in an aggregate of 413,288,250 Shares, representing approximately 66.39% of the issued share capital of the Company. In the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate and if there is no other change in the issued share capital of the Company, their collective shareholdings in the Company will be increased to approximately 73.77% of the issued share capital of the Company. The exercise of the Repurchase Mandate in full will not result in Mr. Zhao, Ms. Chan, Golden Land and Golden Morning being obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not propose to exercise the Repurchase Mandate to such an extent which would result in the aggregate number of Shares held by the public Shareholders falling below the prescribed minimum percentage required by the Stock Exchange, which is currently 25% of the entire issued share capital of the Company.

## 8. SHARE REPURCHASE BY THE COMPANY

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

## 9. GENERAL

The Directors will exercise the powers of the Company to repurchase pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

The Company may cancel such repurchased Shares or hold them as treasury shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases. The Company will register the Shares repurchased as treasury shares in its own name in accordance with the applicable laws of the Cayman Islands.

For any treasury shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the treasury shares deposited with CCASS; and (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, or take any other 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.

The Company confirms that the Explanatory Statement set out in this Appendix II contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the Explanatory Statement nor the proposed share repurchase has any unusual features.

KINGWORLD MEDICINES GROUP LIMITED
金活醫藥集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*
**(Stock code: 01110)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an annual general meeting for the year 2025 (the "**AGM**") of Kingworld Medicines Group Limited (the "**Company**") will be held at the Conference Room, Unit 613, 6th Floor, Goodluck Industrial Centre, 808 Lai Chi Kok Road, Kowloon, Hong Kong on Friday, 29 May 2026 at 11:00 a.m. for the following purposes, and unless otherwise defined herein, the terms herein shall have the same meanings as defined in the circular to the shareholders of the Company dated 21 April 2026 (the "**Circular**"):

As ordinary businesses, to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:

1. To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "**Directors**") of the Company and auditor of the Company for the year ended 31 December 2025.

2. To re-elect Mr. Zhao Li Sheng as an executive Director of the Company and to authorise the board of directors of the Company (the "**Board**") to fix his remuneration.

3. To re-elect Mr. Duan Jidong as an independent non-executive director of the Company and to authorise the Board to fix his remuneration.

4. To re-appoint Crowe (HK) CPA Limited as the auditor of the Company to hold office until the conclusion of the next annual general meeting, and to authorise the Board to fix their remuneration.

As special businesses, to consider and, if thought fit, pass, with or without amendments, the following resolutions as ordinary resolutions:

5. "**THAT**:

   (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during

the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional ordinary shares of the Company (the "**Shares**") (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules) of the Company (the "**Treasury Shares**") out of treasury) and to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into Shares which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to bonds, warrants and debentures convertible into Shares which would or might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of Shares (including any sale or transfer of Treasury Shares out of treasury) allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) of this resolution), (ii) the exercise of the subscription or conversion rights attaching to any warrants, preference shares, convertible bonds or other securities issued by the Company which are convertible into Shares, (iii) the exercise of options granted by the Company under any share option agreements and/or option scheme or similar arrangement for the time being adopted for the grant to Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible person (if any) of rights to acquire the Shares, or (iv) any scrip dividend or similar arrangement providing for the allotment of the Shares in lieu of the whole or part of a dividend on the ordinary shares in accordance with the memorandum and articles of association of the Company (the "**Memorandum and Articles**"), shall not exceed 20% (excluding any Treasury Shares) of the total number of issued shares of the Company (excluding any Treasury Shares) as at the date of the passing of this resolution, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution, "**Relevant Period**" means the period from the 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 Memorandum and Articles or any applicable laws to be held; or

(iii) the revocation and variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting; and

"**Rights Issue**" means an offer of ordinary shares open for a period fixed by the Company (or by the Directors) to holders of ordinary shares on the Register of Members (ordinary shares) of the Company on a fixed record date in proportion to their then holdings of such ordinary shares (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, or the requirements of any authorised regulatory body or any stock exchange in, any territory outside Hong Kong)."

6. "**THAT**:

(a) subject to paragraph (b) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase the Shares on the Stock Exchange or on any other stock exchange on which the Shares may be listed and which is recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirement of the Rules Governing the Listing of Securities on the Stock Exchange or of any other stock exchange, as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the total number of the Shares authorised to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company (excluding any Treasury Shares) as at the date of passing of this resolution; and

(c) for the purpose 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 Memorandum and Articles or any applicable laws to be held; and

(iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company in general meeting."

7. "**THAT** conditional upon the passing of resolutions numbered 5 and numbered 6 set out in the notice convening this meeting, the aggregate nominal amount of the number of ordinary shares which are repurchased by the Company under the authority granted to the Directors as mentioned in the said resolution numbered 6 shall be added to the total number of shares of the Company that may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to the approval in the said resolution numbered 5."

By order of the Board
**Kingworld Medicines Group Limited**
**Zhao Li Sheng**
*Chairman*

Hong Kong, 21 April 2026

*Notes:*

1. A shareholder entitled to attend and vote at the meeting convened by the above notice 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 meeting. A proxy need not be a member of the Company but must be present in person to represent him.

2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of such power or authority must be deposited at the offices of the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof.

3. Completion and return of the form of proxy will not preclude a shareholder from attending and voting in person at the meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.

4. In the case of joint registered holders of a share in the Company, any one of such joint holders may vote, 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 are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

5. The register of members of the Company will be closed from Tuesday, 26 May 2026 to Friday, 29 May 2026 (both days inclusive) during which period no transfer of shares will be registered. To be qualified for attending and voting at the forthcoming annual general meeting, all share transfer documents must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration no later than 4:30 p.m. on Friday, 22 May 2026.

6. In relation to the proposed resolutions numbered 5 and 7 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares under the Listing Rules. The Directors have no immediate plans to issue any new shares other than shares which may fall to be issued under the Share Option Scheme.

7. In relation to the proposed resolution numbered 6 above, the Directors wish to state that they will exercise the powers conferred thereby to purchase shares in circumstances which they deem appropriate for the benefit of the shareholders. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in the circular.

*As at the date of this notice, the executive Directors are Mr. Zhao Li Sheng, Ms. Chan Lok San and Mr. Zhou Xuhua; and the independent non-executive Directors are Mr. Duan Jidong, Mr. Wong Cheuk Lam and Dr. Chu Xiaoping.*