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

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

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Tycoon Group Holdings Limited

滿貫集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3390)

(1) PROPOSED REVISION OF ANNUAL CAPS FOR CONTINUING CONNECTED TRANSACTIONS WITH TALENT SMART GROUP; AND (2) NOTICE OF EGM

**Independent Financial Adviser to the Independent Board Committee
and the Independent Shareholders**



Capitalised terms defined in this circular shall have the same meanings when used in this cover.

A letter from the Board is set out on pages 4 to 15 of this circular.

A letter from the Independent Board Committee containing its recommendation to the Independent Shareholders is set out on pages 16 to 17 of this circular. A letter from the Independent Financial Adviser which contains its advice to the Independent Board Committee and the Independent Shareholders is set out on pages 18 to 36 of this circular.

A notice convening the EGM to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong, on Friday, 11 September 2026 at 11:30 a.m. is set out on pages EGM-1 to EGM-3 of this circular. A proxy form for the EGM is also published on the websites of Hong Kong Exchanges and Clearing Limited and the Company.

Shareholders can appoint proxies to attend, speak and vote in their stead at the EGM by completing a valid proxy form and return it to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 11:30 a.m. on Wednesday, 9 September 2026 or not less than 48 hours before the time appointed for the holding of the EGM or any adjourned meeting. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjourned meeting if you so wish, and in such case, the proxy form previously submitted shall be deemed to be revoked.

21 August 2026

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DEFINITIONS

In this circular, the following expressions have the meanings set out below unless the context requires otherwise:

“2025 Master Sale and Purchase Agreement”	the master sale and purchase agreement entered into between Dynasty Garden and Talent Smart on 28 March 2025 in relation to the sale and purchase of the Tycoon Products and the Talent Smart Products for a term from 28 March 2025 to 31 December 2027 (as supplemented and varied by the Supplemental Agreement)
“2026H1”	the six months ended 30 June 2026
“2026H2”	the six months ending 31 December 2026
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Company”	Tycoon Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability the issued shares of which are listed on the Main Board of the Stock Exchange
“connected person”	has the meaning ascribed to it in the Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company
“Dynasty Garden”	DYNASTY GARDEN LIMITED, a company incorporated in the BVI with limited liability and an indirect wholly-owned subsidiary of the Company
“EGM”	an extraordinary general meeting of the Company, to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 11 September 2026 at 11:30 a.m. for the Independent Shareholders to consider and, if thought fit, approve by poll, among other things, the revision of the Existing Annual Caps to the Revised Annual Caps, the notice of which is set out on pages EGM-1 to EGM-3 of this circular

DEFINITIONS

“Existing Annual Cap(s)”	the existing annual caps for each of FY2026 and FY2027 for the transactions contemplated under the 2025 Master Sale and Purchase Agreement as referred to in the announcement of the Company dated 19 December 2025
“FY”	the financial year ended or ending (as the case may be) 31 December
“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 People’s Republic of China
“Independent Board Committee”	the independent board committee established by the Board comprising all the independent non-executive Directors, namely Mr. Chung Siu Wah, Ms. Chan Ka Lai Vanessa and Mr. Mak Chung Hong (also known as Mak Tommy Chung Hong), to consider the revision of the Existing Annual Caps to the Revised Annual Caps
“Independent Financial Adviser”	Halcyon Capital Limited, a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under the SFO
“Independent Shareholders”	the Shareholders other than persons (if any) who are involved or interested in the 2025 Master Sale and Purchase Agreement, and who do not have any material interest in the Revised Annual Caps to be considered at the EGM
“independent third party”	third party independent of the Company and the connected persons of the Company
“Latest Practicable Date”	21 August 2026, being the latest practicable date to ascertain certain information contained herein before the publication of this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Wong”	Mr. Wong Ka Chun Michael, an executive Director, the chairman of the Board, chief executive officer and one of the Controlling Shareholders

DEFINITIONS

“PCM”	“proprietary Chinese medicines” as defined in the Chinese Medicine Ordinance (Cap. 549 of the Laws of Hong Kong)
“Revised Annual Cap(s)”	the revised annual cap(s) for each of FY2026 and FY2027 for the transactions contemplated under the 2025 Master Sale and Purchase Agreement
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong) as amended from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the shareholders of the Company
“Singapore”	the Republic of Singapore
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental Agreement”	the supplemental agreement dated 19 December 2025 between Dynasty Garden and Talent Smart, pursuant to which the nature of the exclusive distribution right granted by Talent Smart to Dynasty Garden to market, sell and distribute the Talent Smart Products in the Territory during the remaining term of 2025 Master Sale and Purchase Agreement was changed to on a non-exclusive basis with effect from 1 January 2026 (as referred to in the announcement of the Company dated 19 December 2025)
“Talent Smart”	TALENT SMART HOLDINGS LIMITED (讚才控股有限公司), a company incorporated in BVI with limited liability
“Talent Smart Group”	collectively, Talent Smart and its subsidiaries
“Talent Smart Products”	certain PCM, health supplement and other healthcare products sold or to be sold by Talent Smart Group
“Territory”	Hong Kong, the Macau Special Administrative Region of the People’s Republic of China, Malaysia and Singapore (where applicable)
“Tycoon Products”	certain PCM, health supplement and other healthcare products sold by the Group
“%”	per cent.

LETTER FROM THE BOARD



Tycoon Group Holdings Limited **滿貫集團控股有限公司**

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 3390)

Executive Director:

Mr. Wong Ka Chun Michael

Non-executive Directors:

Mr. Cao Ran

Ms. Liang Yan

Ms. Li Ka Wa Helen

Mr. Lau Ka On David

Independent Non-Executive Directors:

Mr. Chung Siu Wah

Ms. Chan Ka Lai Vanessa

Mr. Mak Chung Hong

(also known as Mak Tommy Chung Hong)

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Head Office and Principal Place of
Business in Hong Kong:*

Room 14, 8/F

Wah Wai Centre

38-40 Au Pui Wan Street

Shatin, New Territories

Hong Kong

21 August 2026

To the Shareholders

Dear Sir or Madam,

PROPOSED REVISION OF ANNUAL CAPS FOR CONTINUING CONNECTED TRANSACTIONS WITH TALENT SMART GROUP

Reference is made to the announcements of the Company dated 28 March 2025 and 19 May 2025 in respect of the entering into of the 2025 Master Sale and Purchase Agreement in relation to the sale and purchase of the Tycoon Products and the Talent Smart Products between the Group and the Talent Smart Group in Hong Kong for a term of three years commencing from 28 March 2025 and ending on 31 December 2027.

On 19 December 2025, Dynasty Garden and Talent Smart entered into the Supplemental Agreement, pursuant to which it was agreed that the nature of the exclusive distribution right granted by Talent Smart to Dynasty Garden to market, sell and distribute the Talent Smart Products in the Territory during the remaining term of 2025 Master Sale and Purchase Agreement was changed to on a non-exclusive basis with effect from 1 January 2026. Consequently, the original annual caps for the purchase of the Talent Smart

LETTER FROM THE BOARD

Products for each of the two years ending 31 December 2027 (being HK\$40,000,000 and HK\$43,000,000 respectively) were revised and reduced to the Existing Annual Caps of HK\$10,000,000 each. For details, please refer to the announcement of the Company dated 19 December 2025.

The purpose of this circular is to provide you with, among other things, (i) the 2025 Master Sale and Purchase Agreement and the revision of the Existing Annual Caps; (ii) a letter of recommendation from the Independent Board Committee to the Independent Shareholders; (iii) a letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders; and (iv) a notice convening the EGM.

REVISION OF THE EXISTING ANNUAL CAPS

Pursuant to Rule 14A.60(1) of the Listing Rules, the Company is required to comply with the annual review and disclosure requirements under Chapter 14A of the Listing Rules, including publication of announcement and annual reporting in respect of the 2025 Master Sale and Purchase Agreement and the continuing connected transactions contemplated thereunder.

The Group, together with the Talent Smart Group, have reviewed and evaluated the continuing connected transactions under the 2025 Master Sale and Purchase Agreement and anticipates that the actual transaction amounts under the 2025 Master Sale and Purchase Agreement, will exceed their respective previous projections to the effect that the Existing Annual Caps for such transactions under the 2025 Master Sale and Purchase Agreement will not be sufficient to meet the business requirements of the Group. Accordingly, the Company proposes to revise the Existing Annual Caps for such transactions.

Set out below is a summary of the historical purchases made by the Group from the Talent Smart Group and the Revised Annual Caps under the 2025 Master Sale and Purchase Agreement:

	FY2025 <i>HK\$'000</i>	2026H1 <i>HK\$'000</i>
Historical purchase amount	16,117	8,052
	FY2026 <i>HK\$'000</i>	FY2027 <i>HK\$'000</i>
Existing Annual Cap	10,000	10,000
Revised Annual Cap	40,000	43,000

As at the Latest Practicable Date, the relevant Existing Annual Caps have not been exceeded.

LETTER FROM THE BOARD

Basis for the determination of the Revised Annual Caps

The Revised Annual Caps have been determined with reference to (i) the historical transaction amounts – as shown in the above table, for 2026H1, the Group has already purchased approximately HK\$8 million, representing over 80% of the Existing Annual Cap for FY2026; and (ii) the expected sales and purchase volumes for the remaining term following the proposed launch of new products by the Talent Smart Group in the second half of 2026. The Group is given to understand by the sales team of the Talent Smart Group that it has scheduled to launch more than 10 new products during the second half of 2026. Based on the procurement plans of the Group and subject to the approval of the increase in the annual cap, it is expected that the Group will purchase not less than HK\$33 million from the Talent Smart Group for the entire FY2026. Out of the Group's purchases of the Talent Smart Products for FY2026, the management of the Group estimates that around HK\$13 million will be used to purchase new Talent Smart Products or new stock keeping units to be rolled out in 2026H2 and around HK\$12 million will be used to purchase existing Talent Smart Products. In fixing the Revised Annual Cap, the management of the Group has also taken into account a buffer of around 20% in case the demand for the Talent Smart Products in the market is high. The Revised Annual Cap for FY2027 is determined principally by reference to the Revised Annual Cap for FY2026, with a 7.5% year-on-year increase and the Board considers that such annual increase is reasonable.

In light of these factors, the Directors consider that the Revised Annual Caps are appropriate and sufficient to cover the anticipated transactions under the 2025 Master Sale and Purchase Agreement.

The proposed revision of the Existing Annual Caps has not amended and will not amend the terms and conditions of the 2025 Master Sale and Purchase Agreement.

THE 2025 MASTER SALE AND PURCHASE AGREEMENT

A summary of principal terms of the 2025 Master Sale and Purchase Agreement and the related internal control measures are set out below:

Date

Date of original agreement: 28 March 2025

Date of Supplemental Agreement: 19 December 2025

Parties

1. Dynasty Garden; and
2. Talent Smart

LETTER FROM THE BOARD

Duration

The 2025 Master Sale and Purchase Agreement is for a term commencing on 28 March 2025 and ending on 31 December 2027.

Condition precedent

The 2025 Master Sale and Purchase Agreement is conditional upon the Company having complied with all applicable requirements under the Listing Rules in connection with the entering into of the 2025 Master Sale and Purchase Agreement and the transactions contemplated thereunder.

Nature of transactions

Pursuant to the original 2025 Master Sale and Purchase Agreement, (i) Talent Smart shall procure its relevant subsidiaries to grant to Dynasty Garden an exclusive distribution right (save that Talent Smart Group may still operate its own direct sales and/or retail business in respect of certain of the Talent Smart Products) to market, sell and distribute the Talent Smart Products (owned by the relevant member(s) of the Talent Smart Group) in the Territory during the term of the 2025 Master Sale and Purchase Agreement, and Dynasty Garden accepts such grant of exclusive distribution rights; (ii) Dynasty Garden may, by itself or through any member of the Group, purchase the Talent Smart Products from the Talent Smart Group; and (iii) Dynasty Garden may, through itself or any member of the Group, sell the Tycoon Products to Talent Smart Group.

Pursuant to the Supplemental Agreement, the nature of the exclusive distribution right granted by Talent Smart to Dynasty Garden to market, sell and distribute the Talent Smart Products in the Territory has been changed to on a non-exclusive basis with effect from 1 January 2026 for the remaining term of the 2025 Master Sale and Purchase Agreement.

Notwithstanding that the non-exclusive distribution right of the Talent Smart Products in the Territory is granted to Dynasty Garden under 2025 Master Sale and Purchase Agreement, the parties acknowledged and agreed certain principal distribution channels in the Territory that have been utilised by the Group for the marketing, sale and distribution of the Talent Smart Products prior to the date of the 2025 Master Sale and Purchase Agreement shall be designated as channels (“**Tycoon Exclusive Channels**”) that shall be exclusively available to the Group for the marketing, sale and distribution of the Talent Smart Products for the term of the 2025 Master Sale and Purchase Agreement.

The Talent Smart Group shall ensure its newly appointed distributor, reseller or agent (other than a member of the Group shall not market, sell or distribute any Talent Smart Product through any of the Tycoon Exclusive Channels in the Territory and shall take action to remedy such situation in case it has come to its knowledge of such infringement.

In addition to the Tycoon Exclusive Channels, the Group shall be at liberty to explore other distribution channels in the Territory for the marketing, sale and distribution of the Talent Smart Products.

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Dynasty Garden may, at its discretion, appoint any other member(s) of the Group or such other independent entity or entities where it deems fit to be an agent or a sub-distributor for the purpose of distribution of the Talent Smart Products in the Territory.

There is no minimum supply or purchase amount under the 2025 Master Sale and Purchase Agreement imposed on either party.

Selection of the products to be purchased by either party shall be at the discretion of such party provided that the Group shall not re-sell the Talent Smart Products purchased to the Talent Smart Group and the Talent Smart Group shall not re-sell the Tycoon Products purchased to the Group.

The Tycoon Products to be sold under the 2025 Master Sale and Purchase Agreement include certain health supplement products marketed and sold under the Group's own brands while the Talent Smart Products to be distributed by the Group are expected to include certain PCM manufactured/ distributed by members of the Talent Smart Group, certain health supplement products and certain products specifically manufactured for the Group for such purpose.

All Talent Smart Products to be purchased by the Group are subject to a full goods return policy (for whatever reason).

Termination

During the term of the 2025 Master Sale and Purchase Agreement, either party to the 2025 Master Sale and Purchase Agreement has the right to terminate by giving not less than two months' notice in writing to the other party.

Pricing and payment terms

Pursuant to the 2025 Master Sale and Purchase Agreement, the prices, payment terms, quantities and detailed terms with respect to the Talent Smart Products or, as the case may be, the Tycoon Products shall be determined in accordance with the specific purchase orders to be agreed between the parties and shall be on normal commercial terms negotiated on an arm's length basis by the parties with reference to the prevailing selling prices of the Talent Smart Products or, as the case may be, the Tycoon Products provided that the terms of such transactions shall be no less favourable to the Group or, as the case may be, no more favourable to the Talent Smart Group than terms of sale of such products by the relevant party to their other independent customers (to the extent comparable is available).

In determining the terms of the sale and purchase of the Talent Smart Products or, as the case may be, the Tycoon Products in respect of each purchase order, the Talent Smart Group or, as the case may be, the Group will take into account the then prevailing market price (or retail price or suggested retail price) of such products and the volume of such products in the purchase order.

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In assessing whether the actual transaction prices and terms of the Talent Smart Products are fair and reasonable and no less favourable to the Group than those offered by other independent third party suppliers, and if there have not been any comparable products purchased by the Group from the independent third parties, the Group will take into account general commercial risks (in particular, the favourable goods return policy offered by the Talent Smart Group) and terms, including but not limited to, prices, payment terms and credit terms granted by the Talent Smart Group (where applicable) in respect of such products. The procurement supervisor of the Group will review the purchase price and payment terms of each relevant purchase order with reference to the factors above. In this regard, it is noted that all Talent Smart Products are subject to a full goods return policy so that the Group will bear minimum commercial risk in slow-moving stock for want of customer demand or other reasons and the credit terms that will be granted by the Talent Smart Group to the Group will generally be longer than the Group usually receive from its other independent suppliers.

In assessing whether the actual transaction prices and terms of the Tycoon Products offered to the Talent Smart Group are no more favourable than the fair market prices and terms for such Tycoon Products or similar products offered by the Group to other independent purchasers, the relevant personnel of the Group will keep track of the transaction record on the sale of the relevant Tycoon Products or similar products to other independent customers.

Products details and pricing policies

The Board wishes to emphasise that the procurement process or, as the case may be, the sale process as contemplated under the 2025 Master Sale and Purchase Agreement is the same with those processes which the Group has adopted for dealing with independent third parties.

In connection with the purchase of the Tycoon Products or, as the case may be, the Talent Smart Products, the relevant member of Talent Smart Group or, as the case may be, the Group (the party who is purchasing the relevant products shall be referred to as “**Purchasing Entity**”) shall send a written request for quotation (“**Quotation Request**”) to the relevant member of the Group or, as the case may be, Talent Smart Group (the party who is selling the relevant products shall be referred to as “**Supplying Entity**”), which shall contain relevant details of the products. Within five days after the receipt of the Quotation Request, the Supplying Entity shall, in response to such Quotation Request send a written quotation (“**Written Quotation**”) to the Purchasing Entity to list out (i) the ability to supply products in accordance with the product description stated in the Quotation Request; and (ii) the overall terms and conditions including but not limited to price, payment terms and credit terms offered by the Supplying Entity.

The details of pricing policy in respect of the products under the 2025 Master Sale and Purchase Agreement are as follows:

LETTER FROM THE BOARD

(a) Tycoon Products

The Tycoon Products that will be sold to the Talent Smart Group under the 2025 Master Sale and Purchase Agreement are products that are marketed under the Group's own brand names and are distributed through a chain-store customer and other online platforms.

To ensure if each transaction will be conducted under normal commercial terms or better and fairly and reasonably and the terms and pricing policies will be strictly followed, upon receipt of the Quotation Request, the relevant personnel of the Group who keep track of the transaction record of the Tycoon Products will make reference to the report provided by the independent third-party sales channel regarding the gross retail value of the Tycoon Products on a quarterly basis as a comparable to assess the reasonableness and fairness of the pricing of the Tycoon Products.

The price of the Tycoon Products to be sold to the Talent Smart Group will be determined by making reference to the prevailing selling price of the Tycoon Products sold to independent third party. As the Group distributes the Tycoon Products offline in Hong Kong mainly through an independent third party ("**Independent Comparable Customer**") which is one of the main chain-store operators in Hong Kong, the selling price of the Tycoon Products to be sold by the Group to the Talent Smart Group will be determined with reference to the selling price of the same products sold to the Independent Comparable Customer and will not be lower than such selling price. Therefore, the Board (including the independent non-executive Directors) is of the view that the terms are on normal commercial terms and fair and reasonable.

(b) Talent Smart Products

The Talent Smart Products which will be purchased by the Group under the 2025 Master Sale and Purchase Agreement can be broadly categorised into two categories, namely (a) products which are specifically made for the Group and marketed under brands designated by the Group ("**Customised Products**") and (b) products manufactured/distributed by members of Talent Smart Group ("**Ordinary Products**").

The Customised Products are mainly health supplement products while the Ordinary Products are mainly health supplement and traditional PCM. As the Customised Products are products specifically made for the Group, no third-party sales from the Talent Smart Group will be available to the Group for comparison purposes. The Board is also not aware of the Group purchasing direct comparable products from other independent third parties that are similar to the Ordinary Products.

As such, to ensure that each purchase transaction of the Talent Smart Products (comprising the Customised Products and the Ordinary Products) under the 2025 Master Sale and Purchase Agreement will be conducted under normal commercial terms or better and fairly and reasonably, by following the usual procedures adopted by the Group in dealing with independent third party suppliers, in assessing the fairness and reasonableness of the purchase price, apart from ensuring the Group can enjoy a gross profit margin ranging from 20% to 50%, the Head of the Procurement Team of the

LETTER FROM THE BOARD

Group will also consider other commercial terms in the procurement such as the favourable goods return policy (i.e. full goods return for whatever reason) and longer credit terms offered by Talent Smart Group. The pricing of the Talent Smart Products will principally be on a cost-plus basis.

The price of the Talent Smart Products to be purchased by the Group will not be higher than that of similar products distributed by the Group (to the extent comparable is available for comparison purpose). Given that there is no minimum purchase amount fixed in the 2025 Master Sale and Purchase Agreement and the Group is entitled to select which Talent Smart Products that it wishes to place order for, the Group may elect not to place any order if the overall package of the commercial terms is not commercially attractive to the Group.

Under the 2025 Master Sale and Purchase Agreement, there is no requirement regarding the minimum amount of purchase by the Group. The Directors believe that the above pricing reference together with internal control policies to be taken by the Group, can ensure that the transactions contemplated under the 2025 Master Sale and Purchase Agreement will be conducted in the normal commercial terms and fairly and reasonably.

Internal control policies

To determine whether to proceed with the transactions under the 2025 Master Sale and Purchase Agreement and/or to source new products for distribution, the Group's internal control policies and flow are as follows:

1. the Procurement Team of the Group will first review the qualification of relevant suppliers, including but not limited to the particulars of the brands supplied;
2. the Sales Department of the Group will then prepare monthly sales forecast, estimated gross profit and costs and expenses in relation to the products;
3. the Head of the Procurement Team of the Group will review the purchase price and payment terms of each relevant purchase order; and
4. the Finance Department of the Group will review the six-month sales forecast and profit forecast of the products to ensure the transactions under the 2025 Master Sale and Purchase Agreement will be conducted under normal commercial terms or better and fairly and reasonably and in the interests of the Company as a whole.

Each of the departments above will make assessment, review various aspects of the transactions and determine if the transactions will be conducted under normal commercial terms or better and fairly and reasonably and in the interests of the Company as a whole and the terms and pricing policies will be strictly followed.

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The relevant personnel of the Group will keep track of the transaction record on the sale of the relevant products. The Group will have designated personnel from the relevant departments to monitor the actual transaction amounts and report to the management team on a monthly basis in relation to the transactions to ensure that the annual caps are not exceeded. The Finance Department of the Group will revisit the underlying transactions on a monthly basis (including timely monitoring the utilisation of annual caps) and will timely comply with the requirements of Chapter 14A of the Listing Rules (if applicable).

In respect of the relevant workflow in IT system, an automatic notice will be sent to the designated personnel of the Finance Department of the Group alerting whenever the accumulated amounts of the completed transaction of the continuing connected transactions reach 75% of the relevant annual caps.

The Board wishes to emphasise that the procurement process or, as the case may be, the sale process as contemplated under the 2025 Master Sale and Purchase Agreement is the same with those processes which the Group has adopted for dealing with independent third parties.

REASONS FOR AND BENEFITS OF THE PROPOSED REVISION OF THE EXISTING ANNUAL CAPS

The Group has been purchasing certain products from the Talent Smart Group under the 2025 Master Sale and Purchase Agreement. The revision of the Existing Annual Caps will facilitate the Group to maintain stable sale of the Talent Smart Products (including product extensions of the relevant well-established brand to further enhance its market value and sales performance) and further diversify its product offerings by adding over 10 new products across PCM/health supplement categories, which ultimately will allow the Group to continue to grow its business operation.

The Directors (including the independent non-executive Directors whose views have been formed taking into account the advice from the Independent Financial Adviser, and excluding Mr. Wong) consider that the revision of the Existing Annual Caps and the transactions contemplated under the 2025 Master Sale and Purchase Agreement arriving after arm's length negotiations between the parties, are fair and reasonable and the transactions contemplated thereunder (and the Revised Annual Caps) are entered into in the ordinary and usual course of business of the Company on normal commercial terms or better and in the interests of the Company and the Shareholders as a whole.

The Board does not consider the entering into of the 2025 Master Sale and Purchase Agreement will have any disadvantages to the Group.

INFORMATION ABOUT THE PARTIES

The Group

The Group is a reputable omnichannel brand marketing and management service integrator of health and well-being related products, specializes in providing one-stop services for brand of PCM, health supplement, skin care, personal care and other healthcare

LETTER FROM THE BOARD

products, including brand agent, marketing, management, distribution, and sales through its diversified online and offline sales channels, through the operation of distributing products to chain retailers, non-chain retailers and traders, and operation of offline stores, online stores and e-commerce portals to consumers.

The Talent Smart Group

The Talent Smart Group is a brand marketing and management service integrator of health and well-being related products, with its core business encompassing research and development, manufacturing, distribution and retail of a range of PCM, health supplement and other healthcare products.

LISTING RULES IMPLICATIONS

As at the Latest Practicable Date, Mr. Wong, the sole beneficial owner of Talent Smart, is also a Controlling Shareholder interested in approximately 35.77% of the issued share capital of the Company, an executive Director, chairman of the Board and the chief executive officer of the Group, Mr. Wong is a connected person of the Company. Hence, Talent Smart is an associate of Mr. Wong and therefore a connected person of the Company under Chapter 14A of the Listing Rules. The transactions contemplated under the 2025 Master Sale and Purchase Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules.

The abovementioned approximately 35.77% shareholding in the Company are held as to 300,088,326 Shares, representing approximately 33.57% shareholding, by Tycoon Empire Investment Limited, a company wholly-owned by Mr. Wong, and as to the remaining 19,704,000 Shares, representing approximately 2.20% shareholding, by Mr. Wong.

In the event that the Existing Annual Caps in respect of the 2025 Master Sale and Purchase Agreement are not revised, such caps will be exceeded according to the updated procurement plans of the Group. Pursuant to Rule 14A.54(1) of the Listing Rules, the Company must re-comply with the announcement and shareholders' approval requirements before the cap is exceeded.

As the highest applicable percentage ratios in respect of the Revised Annual Caps exceeds 5%, the 2025 Master Sale and Purchase Agreement and the transactions contemplated thereunder are subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

GENERAL

Mr. Wong, the executive Director and chairman of the Board and the chief executive officer of the Group, is considered to have material interests in the transactions contemplated under the 2025 Master Sale and Purchase Agreement. Accordingly, Mr. Wong had abstained from voting on the resolutions of the Board to approve the Revised Annual Caps of the 2025 Master Sale and Purchase Agreement. Save as disclosed above, no other Director has any material interests in the transactions contemplated under the 2025 Master Sale and Purchase Agreement.

LETTER FROM THE BOARD

EGM

A notice convening the EGM to be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 11 September 2026 at 11:30 a.m. is set out on pages EGM-1 to EGM-3 of this circular. An ordinary resolution will be proposed to the Shareholders to consider and, if thought fit, approve the Revised Annual Caps by way of poll.

To the best of the Directors' knowledge, information and belief, as at the Latest Practicable Date, save for Mr. Wong and his associates which held 319,792,326 issued shares of the Company in aggregate, representing approximately 35.77% of the issued share capital of the Company, no Shareholder has any material interest in the 2025 Master Sale and Purchase Agreement and hence is required to abstain from voting on the relevant resolution to approve the revision of the Existing Annual Caps to the Revised Annual Caps at the EGM, pursuant to Rule 14A.36 of the Listing Rules.

An Independent Board Committee has been established to advise the Independent Shareholders on the revision of the Existing Annual Caps to the Revised Annual Caps. Halcyon Capital Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders as to whether revision of the Existing Annual Caps to the Revised Annual Caps are fair and reasonable, and in the interest of the Company and the Independent Shareholders as a whole. The Independent Board Committee comprises Mr. Chung Siu Wah, Ms. Chan Ka Lai Vanessa and Mr. Mak Chung Hong (also known as Mak Tommy Chung Hong), each an independent non-executive Director.

A proxy form for use by the Shareholders at the EGM is published on the websites of Hong Kong Exchanges and Clearing Limited and the Company. Shareholders can appoint proxies to attend, speak and vote in their stead at the EGM by completing a valid proxy form and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, situated at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event by 11:30 a.m. on Wednesday, 9 September 2026, or not less than 48 hours before the time appointed for holding of the EGM or any adjournments thereof. Completion and return of the proxy form will not preclude you from attending and voting at the EGM or any adjournments thereof should you so wish, and in such case, the proxy form previously submitted shall be deemed to be revoked.

Closure of register of members

For determining the entitlement to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 8 September 2026 to Friday, 11 September 2026, both days inclusive, during which period no transfers of shares will be effected. The record date for determining the entitlement to attend and vote at the EGM is Friday, 11 September 2026. In order to be entitled to attend the EGM, all completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong

LETTER FROM THE BOARD

Kong branch share registrar and transfer office, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not later than 4:30 p.m. on Monday, 7 September 2026.

RECOMMENDATION

Your attention is drawn to the Letter from the Independent Board Committee set out on pages 16 to 17 of this circular which contains its recommendation to the Independent Shareholders.

Your attention is also drawn to the Letter from the Independent Financial Adviser set out on pages 18 to 36 of this circular which contains its advice to the Independent Board Committee and the Independent Shareholders.

The Directors (including the independent non-executive Directors whose views have been formed taking into account the advice of the Independent Financial Adviser and excluding Mr. Wong) consider that the revision of the Existing Annual Caps is fair and reasonable and in the interests of the Company and the Shareholders as a whole and the proposed Revised Annual Caps are fair and reasonable so far as the Company and the Independent Shareholders as a whole are concerned. Accordingly, the Directors recommend the Independent Shareholders to vote in favour of the ordinary resolution to be proposed at the EGM.

FURTHER INFORMATION

Your attention is also drawn to the information set out in the appendix to this circular and the notice of the EGM.

On behalf of the Board
Tycoon Group Holdings Limited
滿貫集團控股有限公司
Mr. Wong Ka Chun Michael
*Chairman, Executive Director and
Chief Executive Officer*

LETTER FROM THE INDEPENDENT BOARD COMMITTEE



Tycoon Group Holdings Limited

滿貫集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3390)

21 August 2026

To the Independent Shareholders

Dear Sir or Madam,

REVISION OF ANNUAL CAPS FOR CONTINUING CONNECTED TRANSACTIONS WITH TALENT SMART GROUP

We refer to the circular dated 21 August 2026 (“**Circular**”) issued by Tycoon Group Holdings Limited (“**Company**”) to the Shareholders, of which this letter forms part. Terms used herein shall have the same meanings as defined in the Circular unless specified otherwise.

We have been appointed as the Independent Board Committee to consider and to advise the Independent Shareholders in respect of the 2025 Master Sale and Purchase Agreement, entered into between the Group and the Talent Smart Group and the transactions thereunder (including the Revised Annual Caps). Halcyon Capital Limited has been appointed as the Independent Financial Adviser to provide advice and recommendation to the Independent Board Committee and the Independent Shareholders in this regard. Details of the independent advice of the Independent Financial Adviser, together with the principal factors and reasons the Independent Financial Adviser has taken into consideration, are set out on pages 18 to 36 of the Circular.

We wish to draw your attention to the Letter from the Board and the Letter from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders which contains its advice to us in respect of the 2025 Master Sale and Purchase Agreement, entered into between the Group and the Talent Smart Group and the transactions thereunder (including the Revised Annual Caps). Your attention is also drawn to the additional information set out in the appendix to the Circular.

Having considered the advice of the Independent Financial Adviser and the relevant information contained in the Letter from the Board, we consider that the revision of the Existing Annual Caps is fair and reasonable and in the interests of the Group and the Shareholders as a whole and the proposed Revised Annual Caps are fair and reasonable so far as the Company and the Independent Shareholders as a whole are concerned.

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

Accordingly, we recommend the Independent Shareholders to vote in favour of the resolution for approving the Revised Annual Caps.

Yours faithfully,
For and on behalf of
the Independent Board Committee of
Tycoon Group Holdings Limited

Mr. Chung Siu Wah
*Independent Non-executive
Director*

Ms. Chan Ka Lai Vanessa
*Independent Non-executive
Director*

Mr. Mak Chung Hong
*Independent Non-executive
Director*

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

The following is the full text of the letter of advice from the Independent Financial Adviser to the Independent Board Committee and the Independent Shareholders which has been prepared for the purpose of inclusion in this circular.



HALCYON CAPITAL LIMITED

UNIT 3401
34TH FLOOR
HOPEWELL CENTRE
183 QUEEN'S ROAD EAST
WAN CHAI
HONG KONG

21 August 2026

To the Independent Board Committee and the Independent Shareholders

Dear Sir or Madam,

PROPOSED REVISION OF ANNUAL CAPS FOR CONTINUING CONNECTED TRANSACTIONS WITH TALENT SMART GROUP

INTRODUCTION

We refer to our appointment as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in relation to the terms of the continuing connected transactions (the “**Continuing Connected Transactions**”) contemplated under 2025 Master Sale and Purchase Agreement and the Revised Annual Caps, details of which are set out in the circular of the Company dated 21 August 2026 (the “**Circular**”), of which this letter forms part. Capitalised terms used herein shall have the same meanings as defined in the Circular unless otherwise stated.

The 2025 Master Sale and Purchase Agreement was entered into on 28 March 2025 in relation to the sale and purchase of the Tycoon Products and the Talent Smart Products between the Group and the Talent Smart Group in Hong Kong for a term of three years commencing from 28 March 2025 and ending on 31 December 2027.

On 19 December 2025, Dynasty Garden and Talent Smart entered into the Supplemental Agreement, pursuant to which it was agreed that the nature of the exclusive distribution right granted by Talent Smart to Dynasty Garden to market, sell and distribute the Talent Smart Products in the territory during the remaining term of 2025 Master Sale and Purchase Agreement was changed to on a non-exclusive basis with effect from 1 January 2026. Consequently, the original annual caps for the purchase of the Talent Smart

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Products for each of the two years ending 31 December 2027 (being HK\$40,000,000 and HK\$43,000,000 respectively) were revised and reduced to the Existing Annual Caps of HK\$10,000,000 each.

The Group, together with the Talent Smart Group, have reviewed and evaluated the continuing connected transactions under the 2025 Master Sale and Purchase Agreement and anticipates that the actual transaction amounts under the 2025 Master Sale and Purchase Agreement will exceed its previous projections to the effect that the Existing Annual Caps for such transactions under the 2025 Master Sale and Purchase Agreement will not be sufficient to meet the projected business arrangement between the Group and the Talent Smart Group. Accordingly, the Company proposes to revise the Existing Annual Caps for such transactions.

Given the sole beneficial owner of Talent Smart is Mr. Wong who is a Controlling Shareholder interested in approximately 35.77% of the issued share capital of the Company, as at the Latest Practicable Date, Talent Smart is an associate of Mr. Wong and therefore is a connected person of the Company under Chapter 14A of the Listing Rules.

As the highest applicable percentage ratios in respect of the Revised Annual Caps exceed 5%, the 2025 Master Sale and Purchase Agreement and the transactions contemplated thereunder are subject to the reporting, announcement, annual review and Independent Shareholders' approval requirements under Chapter 14A of the Listing Rules.

The Independent Board Committee comprising all three independent non-executive Directors, namely Mr. Chung Siu Wah, Ms. Chan Ka Lai Vanessa and Mr. Mak Chung Hong (also known as Mak Tommy Chung Hong), has been formed to consider the Revised Annual Caps, and to advise the Independent Shareholders as to whether the Revised Annual Caps are in the interests of the Company and the Shareholders as a whole. The Independent Shareholders are required to vote on the ordinary resolutions to be proposed at the general meeting of the Company to approve the Revised Annual Caps at the EGM. Mr. Wong and his associates will abstain from voting on such resolution(s).

OUR INDEPENDENCE

We, Halcyon Capital Limited, have been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders in these regards.

Except for being appointed as the independent financial adviser to the then independent board committee and independent shareholders of the Company for an engagement (as set out in the announcement of the Company dated 12 June 2026 in relation to, among other things, the continuing connected transactions between the Group and JBM (Healthcare) Limited and its subsidiaries), as at the Latest Practicable Date, we have no other engagement, relationship with or interest in the Company and any other parties to the 2025 Master Sale and Purchase Agreement in the past two years that could reasonably be regarded as relevant to our independence. Apart from the normal professional fees paid to us in connection with our current appointment, no arrangement exists whereby we have received or will receive any fees or benefits from the Company or any party to the transactions, and

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

therefore we consider such relationship would not affect our independence. We are hence independent from the Company pursuant to Rule 13.84 of the Listing Rules to act as the independent financial adviser to the Independent Board Committee and the Independent Shareholders in connection with the Continuing Connected Transactions.

BASIS OF OUR OPINION

In formulating our opinion and recommendation, we have relied on the information, financial information and facts included in the Circular and supplied to us, and the representations expressed by the Directors and/or management of the Group, and have assumed that all such information, financial information, facts and any representations made to us, or referred to in the Circular, for which they are fully responsible, in all material aspects, were true, accurate and complete as at the time they were made and as at the date hereof, have been properly extracted from the relevant underlying accounting records (in the case of financial information) and made after due and careful inquiry by the Directors and/or the management of the Group. The Directors and/or the management of the Group have confirmed that, having made all reasonable enquiries and to the best of their knowledge and belief, all relevant information has been supplied to us and that no material facts have been omitted from the information supplied and representations expressed to us. We have no reason to doubt the completeness, truth or accuracy of the information and representations provided and we are not aware of any facts or circumstances which would render such information provided and representations made to us untrue, inaccurate or misleading.

Our review and analyses were based upon, among others, the information provided by the Group including the Circular, the 2025 Master Sale and Purchase Agreement, the annual report of the Company for the year ended 31 December 2025 (the “**2025 Annual Report**”), the announcement of the Company dated 22 May 2025, and other information provided by the management of the Company. We have also discussed with the management of the Company regarding the business background of and reasons for entering into the 2025 Master Sale and Purchase Agreement, and considered that we have reviewed sufficient information to reach an informed view and to justify reliance on the information provided and to provide a reasonable basis for our opinion.

We have relied on the information and facts provided, and representations made, by the Company and its management and have assumed that such information, facts and representations are accurate, complete and not misleading in any material respect as at the date of the Circular and at all times up to the EGM. We have not, however, independently verified the accuracy and completeness of such information. We have not conducted any independent in-depth investigation into the business, operations, financial conditions, internal control or prospects of the Company, Talent Smart or any of their respective subsidiaries, associated companies or connected persons, and the parties involved in the Continuing Connected Transactions.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In arriving at our opinion in respect of the terms of the Continuing Connected Transactions, we have considered the following principal factors and reasons:

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

1. Information of the Group and Talent Smart

1.1 Information of the Group

(a) Principal business

According to the 2025 Annual Report, the Group was primarily engaged in omnichannel marketing and management services for healthcare and wellbeing-related products. The Group specialises in providing one-stop omnichannel brand agency, promotion and marketing, management, distribution, and sales services for proprietary Chinese medicines (“PCM”), health supplements, skincare, personal care and other healthcare products across Hong Kong, Macau, the PRC and Southeast Asia.

The Group operates three principal business segments: (i) distribution – distributing consumer products to major chain retailers, non-chain retailers (mainly pharmacies), and traders in Hong Kong, Macau, the PRC, and Southeast Asia; (ii) retail store – the sale of products at physical brick-and-mortar stores; and (iii) e-commerce – health and wellness-related product e-commerce and distribution in the PRC. The Group represents over 300 local and overseas brands, covering nearly 100,000 online and offline sales points, with a portfolio of more than 2,000 products.

(b) Financial highlights

Set out below is a summary of the key financial information of the Group for the years ended 31 December 2024 (“FY2024”) and 31 December 2025 (“FY2025”), as extracted from the 2025 Annual Report:

	FY2025 (Audited) <i>HK\$’ million</i>	FY2024 (Audited) <i>HK\$’ million</i>
Revenue	1,097	876
– Distribution	702	700
– E-commerce	243	–
– Retail store	152	176
Gross profit	270	233
Gross profit margin (%)	24.6%	26.6%
Profit attributable to equity holders	16	3

As at 31 December 2025
(Audited)
HK\$’ million

Total assets	1,170
Total liabilities	625
Total equity	545

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

For FY2025, the Group recorded revenue of approximately HK\$1,096.6 million, representing an increase of approximately 25.2% compared to HK\$876.0 million for FY2024. The revenue growth was mainly due to the accounting effect of the repurchase of 51% of issued shares of Combo Win Asia Limited, which, together with its subsidiaries, primarily engaged in the e-commerce and distribution of health and wellness-related products in the PRC.

As stated in the 2025 Annual Report, during the year ended 31 December 2025, the Group was committed to increasing revenue and adopting certain cost control measures. Net profit attributable to equity holders of the Company rebounded considerably to approximately HK\$15.7 million for FY2025 (FY2024: approximately HK\$3.2 million), representing a year-on-year increase of approximately 383.6%.

As at 31 December 2025, total assets of the Group amounted to approximately HK\$1,170.3 million and total liabilities amounted to approximately HK\$625.0 million.

(c) Industry and outlook

As stated in the 2025 Annual Report, the Group primarily sells health supplements and PCM products, and as such, Hong Kong's retail market conditions and the spending power of residents and tourists are closely related to the Group's revenue. Last year, the Hong Kong economy demonstrated stronger performance; however, the industry still faced challenges such as changing consumption patterns and rising rental and operational costs. In a challenging operating environment, the Group maintained its resilience in adversity by closely monitoring market conditions and consumer preferences, adjusting strategies accordingly and continuously innovating.

The Group acts as the distributor for numerous overseas brands, including the exclusive agency for Kuku Bima Ener-G!, the flagship energy drink powder product of Sido Muncul, a leading Indonesian herbal pharmaceutical brand, in the food and beverage channel in Malaysia; the exclusive agency for Japanese hair loss prevention brand Kaminowa in Hong Kong, Macau and Singapore; and the exclusive agency for Helaslim, a popular Japanese slimming and beauty brand, in Singapore. The Group has also secured exclusive distribution rights for PNKids, a leading children's multivitamin brand in Singapore, covering Singapore and Malaysia; distribution rights for plu, a popular Korean body care brand, in Hong Kong, Macau, Singapore and Malaysia; and the Group has been appointed as the general distributor for the well-known Mainland brand Dong-E-E-Jiao (東阿阿膠) in Hong Kong.

Leveraging the Group's familiarity with Hong Kong, Mainland China, and overseas brands, as well as its in-depth understanding of consumer preferences, the Group aspires to facilitate more quality reputable brands in penetrating the Hong Kong, Mainland, and Southeast Asian markets in the future.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Given the products to be sale and purchase under the 2025 Master Sale and Purchase Agreement are primarily PCM products, we have conducted further research on the latest developments of the industry. According to the statistics on Chinese Medicine in Hong Kong published by the Census and Statistics Department of Hong Kong in November 2025, the compound annual growth rate of the total receipts of (i) the wholesale of Chinese medicines; and (ii) the retail of Chinese medicines, during 2021 to 2023, was approximately 20.6% and 8.0%, respectively, and reached approximately HK\$7.0 billion and HK\$5.8 billion, respectively.

Further, according to the article “Hong Kong’s Proprietary Chinese Medicine Industry: Opportunities and Challenges”¹ published by Hong Kong Trade Development Council (HKTDC) Research on 28 August 2025, after years of work in developing the PCM registration system, the Chinese Medicine Council of Hong Kong completed the conversion of transitional registrations of PCM to formal registrations at the end of June 2025. Hong Kong’s first Chinese medicine hospital, which has been officially named the Chinese Medicine Hospital of Hong Kong, will start operation gradually at the end of 2025 to provide citizens with Chinese medicine services. This should have a positive impact on making Chinese medicine practitioners and PCM more popular and recognised. Many PCM enterprises in Hong Kong are hoping to expand their exports, especially to the vast Chinese Mainland market where sales exceed RMB450 billion in value. Thanks to collaborative planning in the Greater Bay Area, eligible Hong Kong-registered traditional Chinese medicines for both external and internal use can now enter the Mainland market through streamlined registration and approval processes despite the differences in registration standards. This creates more marketing opportunities for Hong Kong firms. Meanwhile, acceptance of Chinese medicines varies in overseas markets. Many countries and regions classify PCM as herbal medicines, health food or dietary supplements for management purposes. However, many Southeast Asian countries have specific and similar regulatory requirements for PCM, thus providing traders with some market access rules to follow.

According to the article “Hong Kong Proprietary Chinese Medicines’ Opportunities and Challenges: Mainland and Export markets”² published by HKTDC Research on 26 August 2025 (the “**HKTDC Mainland PCM Article**”), The market for PCM in Chinese Mainland is huge, exceeding RMB450 billion in value. However, the volume of imported PCM, over half of which come from Hong Kong, is rather small. To support business development in the Guangdong-Hong Kong-Macao Greater Bay Area (GBA), Mainland authorities have streamlined the registration approval procedures for Hong Kong- and Macao-registered traditional PCM for external use in 2021. In January 2025, the National Medical Products Administration (NMPA) further streamlined these procedures for traditional PCM for oral use, for medicines which had been in use

¹ <https://research.hktdc.com/en/article/MjA2NDMyOTYwOQ>

² <https://research.hktdc.com/en/article/MjA2ODY0OTM2Ng>

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

in Hong Kong for more than 15 years, while the provisions for application materials and technical requirements were promulgated in April. This move has created extra opportunities for Hong Kong companies to tap into the GBA and other Mainland markets. Furthermore, as the e-commerce retail market around the world thrives, boosting cross-border e-commerce, Hong Kong companies can consider using online channels to tap deeper into the PCM market on the Mainland as well as in foreign countries. For instance, certain Chinese medicated alcohol rubs and menthol cooling oils for external use have already been included in Chinese Mainland's Lists for Cross-Border E-Commerce Retail Imports. Provided that their products comply with the relevant laws and regulations, Hong Kong companies should consider selling PCM via cross-border e-commerce in addition to general trade channels.

Further, according to the HKTDC Mainland PCM Article, the standards for the registration of PCM between Hong Kong and the Mainland differ. But it is worth noting that under the integrated planning of the GBA, Hong Kong PCM can now make an entry into the Mainland market thanks to the implementation of the streamlined registration approval procedures. The NMPA promulgated the Notice of the National Medical Products Administration Regarding the Streamlining of Approval Procedures for Registration on the Mainland of Hong Kong- and Macao-Registered Traditional Proprietary Chinese Medicines for Oral Use on 21 January 2025, simplifying the approval procedures for traditional PCM for oral use held by manufacturing enterprises in Hong Kong provided that such medicines have been registered with the Chinese Medicine Council of Hong Kong and have been in use in Hong Kong for 15 years or more. The manufacturing processes for these PCM must comply with the requirements of Good Manufacturing Practice for Medicines. In a move to facilitate the implementation of these measures, on 18 April NMPA's Center for Drug Evaluation issued the Circular on Reporting and Technical Requirements for Registration on the Mainland under Streamlined Procedures for Hong Kong- and Macao-Registered Traditional Proprietary Chinese Medicines for Oral Use, detailing the application materials and technical requirements for Hong Kong- and Macao-registered PCM for oral use seeking approval for sale in the Mainland.

Based on the research as stated above, we considered that both local wholesale and retail Chinese medicine industries were growing over the relevant years, and the latest policy developments are beneficial to the export of Hong Kong PCM to Mainland China, which is a much bigger market as compared to Hong Kong.

1.2 Information of Talent Smart

As stated in the Letter from the Board, the Talent Smart Group is a brand marketing and management service integrator of health and well-being related products, with its core business encompassing research and development, manufacturing, distribution and retail of a range of PCM, health supplement and other healthcare products.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

2. Reasons for and benefit of the proposed Revised Annual Caps

As stated in the Letter from the Board, the Group has been purchasing certain products from the Talent Smart Group under the 2025 Master Sale and Purchase Agreement. The revision of the Existing Annual Caps will facilitate the Group to maintain stable sale of the Talent Smart Products (including product extensions of the relevant well-established brand to further enhance its market value and sales performance) and further diversify its product offerings by adding over 10 new products across PCM/health supplement categories, which ultimately will allow the Group to continue to grow its business operation.

Our view

We noted that based on the announcement of the Company dated 4 July 2022, the sales and purchases between the Group and Talent Smart Group commenced in or around 2022. According to the 2025 Annual Report, the actual transaction amount for purchase of Talent Smart Products and sale of the Tycoon Products under the 2025 Master Sale and Purchase Agreement was approximately HK\$16.1 million and HK\$38,000, respectively. Meanwhile, as stated in the Letter from the Board, the Talent Smart Group proposed to launch new products in the second half of 2026. Further, as set out in the 2025 Master Sale and Purchase Agreement, the pricing of the Talent Smart Products will principally be on a cost-plus basis, and the gross profit margin enjoyed by the Group for the Talent Smart Products shall range from 20% to 50%. We concur with the management of the Company that the revision of the Existing Annual Caps will facilitate the Group to maintain the availability of the Talent Smart Products even when new products are launched, which are fair, reasonable, and in the interests of the Company and its shareholders as a whole.

3. Principal terms of the 2025 Master Sale and Purchase Agreement

Set out below are the principal terms of the 2025 Master Sale and Purchase Agreement as extracted from the announcements of the Company dated 28 March 2025 and 19 December 2025:

Date of agreement	28 March 2025 (as supplemented by the supplemental agreement dated 19 December 2025)
Parties	(a) Dynasty Garden; and (b) Talent Smart.
Term	Commencing on 28 March 2025 and ending on 31 December 2027

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Nature of transactions

Pursuant to the original 2025 Master Sale and Purchase Agreement, (i) Talent Smart shall procure its relevant subsidiaries to grant to Dynasty Garden an exclusive distribution right (save that Talent Smart Group may still operate its own direct sales and/or retail business in respect of certain of the Talent Smart Products) to market, sell and distribute the Talent Smart Products (owned by the relevant member(s) of the Talent Smart Group) in the territory during the term of the 2025 Master Sale and Purchase Agreement, and Dynasty Garden accepts such grant of exclusive distribution rights; (ii) Dynasty Garden may, by itself or through any member of the Group, purchase the Talent Smart Products from the Talent Smart Group; and (iii) Dynasty Garden may, through itself or any member of the Group, sell the Tycoon Products to Talent Smart Group.

Pursuant to the Supplemental Agreement, the nature of the exclusive distribution right granted by Talent Smart to Dynasty Garden to market, sell and distribute the Talent Smart Products in the territory has been changed to on a non-exclusive basis with effect from 1 January 2026 for the remaining term of the 2025 Master Sale and Purchase Agreement.

Notwithstanding that the non-exclusive distribution right of the Talent Smart Products in the territory is granted to Dynasty Garden under 2025 Master Sale and Purchase Agreement, the parties acknowledged and agreed certain principal distribution channels in the territory that have been utilised by the Group for the marketing, sale and distribution of the Talent Smart Products prior to the date of the 2025 Master Sale and Purchase Agreement shall be designated as channels (“**Tycoon Exclusive Channels**”) that shall be exclusively available to the Group for the marketing, sale and distribution of the Talent Smart Products for the term of the 2025 Master Sale and Purchase Agreement.

The Talent Smart Group shall ensure its newly appointed distributor, reseller or agent (other than a member of the Group) shall not market, sell or distribute any Talent Smart Product through any of the Tycoon Exclusive Channels in the territory and shall take action to remedy such situation in case it has come to its knowledge of such infringement.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

In addition to the Tycoon Exclusive Channels, the Group shall be at liberty to explore other distribution channels in the territory for the marketing, sale and distribution of the Talent Smart Products.

Dynasty Garden may, at its discretion, appoint any other member(s) of the Group or such other independent entity or entities where it deems fit to be an agent or a sub-distributor for the purpose of distribution of the Talent Smart Products in the territory.

There is no minimum supply or purchase amount under the 2025 Master Sale and Purchase Agreement imposed on either party.

Selection of the products to be purchased by either party shall be at the discretion of such party provided that the Group shall not re-sell the Talent Smart Products purchased to the Talent Smart Group and the Talent Smart Group shall not re-sell the Tycoon Products purchased to the Group.

The Tycoon Products to be sold under the 2025 Master Sale and Purchase Agreement include certain health supplement products marketed and sold under the Group's own brands while the Talent Smart Products to be distributed by the Group are expected to include certain PCM manufactured/ distributed by members of the Talent Smart Group, certain health supplement products and certain products specifically manufactured for the Group for such purpose.

All Talent Smart Products to be purchased by the Group are subject to a full goods return policy (for whatever reason).

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

Pricing and payment terms policy

Pursuant to the 2025 Master Sale and Purchase Agreement, the prices, payment terms, quantities and detailed terms with respect to the Talent Smart Products or, as the case may be, the Tycoon Products shall be determined in accordance with the specific purchase orders to be agreed between the parties and shall be on normal commercial terms negotiated on an arm's length basis by the parties with reference to the prevailing selling prices of the Talent Smart Products or, as the case may be, the Tycoon Products provided that the terms of such transactions shall be no less favourable to the Group or, as the case may be, no more favourable to the Talent Smart Group than terms of sale of such products by the relevant party to their other independent customers (to the extent comparable is available).

In determining the terms of the sale and purchase of the Talent Smart Products or, as the case may be, the Tycoon Products in respect of each purchase order, the Talent Smart Group or, as the case may be, the Group will take into account the then prevailing market price (or retail price or suggested retail price) of such products and the volume of such products in the purchase order.

In assessing whether the actual transaction prices and terms of the Talent Smart Products are fair and reasonable and no less favourable to the Group than those offered by other independent third party suppliers, and if there have not been any comparable products purchased by the Group from the independent third parties, the Group will take into account general commercial risks (in particular, the favourable goods return policy offered by the Talent Smart Group) and terms, including but not limited to, prices, payment terms and credit terms granted by the Talent Smart Group (where applicable) in respect of such products. The procurement supervisor of the Group will review the purchase price and payment terms of each relevant purchase order with reference to the factors above. In this regard, it is noted that all Talent Smart Products are subject to a full goods return policy so that the Group will bear minimum commercial risk in slow-moving stock for want of customer demand or other reasons and the credit terms that will be granted by the Talent Smart Group to the Group will generally be longer than the Group usually receives from its other independent suppliers.

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In assessing whether the actual transaction prices and terms of the Tycoon Products offered to the Talent Smart Group are no more favourable than the fair market prices and terms for such Tycoon Products or similar products offered by the Group to other independent purchasers, the relevant personnel of the Group will keep track of the transaction record on the sale of the relevant Tycoon Products or similar products to other independent customers.

Pricing Policy and Other Terms

We have considered the pricing policy under the 2025 Master Sale and Purchase Agreement and note the following:

Tycoon Products

- (i) As stated in the 2025 Master Sale and Purchase Agreement, the price of the Tycoon Products to be sold to the Talent Smart Group will be determined by making reference to the prevailing selling price of the Tycoon Products sold to independent third party; and
- (ii) Given the amount of sales of Tycoon Products to Talent Smart was not significant in 2025, we have further obtained an invoice issued under the 2025 Master Sale and Purchase Agreement, being the largest transaction amount, regarding the selling of Tycoon Products to Talent Smart in 2025 that accounted for over 70% of the purchase amount, and reviewed the relevant purchase order, and compared the unit prices of the Tycoon Products as stated in the relevant documents with the transactions of the same products conducted between the Group and an independent third party, selected on a random basis, and noted that the payment terms and the pricing of the Tycoon Products were consistent with the payment and pricing terms under the agreement. Given the significance of coverage of the amount reviewed, we considered that the selected invoice issued under the 2025 Master Sale and Purchase Agreement and transactions of the same products conducted between the Group and an independent third party reviewed are fair and representative.

Talent Smart Products

- (i) As further advised by the management of the Company, in relation to Talent Smart Products, there are no direct comparable products purchased by the Group from the independent third parties, as the Group is not distributing products that are directly comparable and compete with each other. As set out in the 2025 Master Sale and Purchase Agreement, in determining the terms of the sale and purchase of the Talent Smart Products or, as the case may be, the Tycoon Products in respect of each purchase order, the Talent Smart Group or, as the case may be, the Group will take into account the

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then prevailing market price (or retail price or suggested retail price) of such products and the volume of such products in the purchase order. As further disclosed in the Letter from the Board, to ensure that each purchase transaction of the Talent Smart Products under the 2025 Master Sale and Purchase Agreement will be conducted under normal commercial terms or better and fairly and reasonably, by following the usual procedures adopted by the Group in dealing with independent third party suppliers, in assessing the fairness and reasonableness of the purchase price, apart from ensuring the Group can enjoy a gross profit margin ranging from 20% to 50%, the Head of the Procurement Team of the Group will also consider other commercial terms in the procurement such as the favourable goods return policy (i.e. full goods return for whatever reason) and longer credit terms offered by Talent Smart Group. The pricing of the Talent Smart Products will principally be on a cost-plus basis. We have randomly selected a Talent Smart Product, obtained and reviewed the record of the first sales transaction of such Talent Smart Product in June 2025, September 2025 and December 2025, and noted that the gross profit margin of the reviewed transactions falls within 20% to 50%, being the range of gross profit margin as stated in the Letter from the Board regarding Talent Smart Products. Given that the relevant transactions were selected based on criteria set by us and the transactions spread over different months in 2025, we considered that the transactions reviewed are fair and representative;

- (ii) Given that there are no direct comparable products purchased by the Group from the independent third parties, in assessing the fair and reasonableness of the pricing of Talent Smart Products, we have obtained and reviewed the top 20 list of products (in terms of sales amount) distributed by the Group for FY2025 (excluding the products under the certain distribution agreements with connected persons of the Company that are subject to annual caps revision in the coming shareholders' meeting of the Company) together with the gross profit margin which ranged from approximately 3% to 83% (the **"Top 20 Independent Product Margin"**), we noted that the gross profit margin range of the Talent Smart Products falls within the range of the Top 20 Independent Product Margin. Given that such list represented the profit margin of the largest 20 revenue-contributing products of the Group, and has included products from different suppliers covering different product types, we considered such list to be fair and representative. Given that the Top 20 Independent Product Margin represented the gross profit margin of the major revenue-contributing products of the Group supplied from suppliers, we consider that the list serves as a reasonable reference benchmark. Accordingly, we are of the view that the current pricing policy is fair and reasonable to the Company and its shareholders as a whole; and
- (iii) We have further obtained and reviewed the documents regarding the first purchases in June 2025, September 2025 and December 2025 under the 2025 Master Sale and Purchase Agreement, and noted that the settlement terms under these purchases were consistent with the terms under the agreement. We have also obtained and reviewed the transaction documents of an

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independent supplier of the Group for June 2025, September 2025 and December 2025, and noted that the payment terms for the Group under the agreement are not worse than the payment terms offered by independent suppliers based on the documents reviewed. The aforesaid months are selected on a random basis by us, and given that three separate months have been selected, we consider that the selected samples are fair and representative.

Given that the documents reviewed were related to the terms of the existing 2025 Master Sale and Purchase Agreement and taking into account the purpose of reviewing the samples and the relevant documents, we considered that the review period was sufficient and appropriate for the purpose of our assessment. Taking into account the above, we consider the principal terms of the 2025 Master Sale and Purchase Agreement are on normal commercial terms or better to the Group, fair and reasonable and in the interests of the Company and its Shareholders as a whole.

4. The proposed Revised Annual Caps

(a) Existing Annual Caps and historical transaction amounts

Set out below are the existing annual caps for the 2025 Master Sale and Purchase Agreement for the purchase of Talent Smart Products for the year ended 31 December 2025 (“FY2025”), year ending 31 December 2026 (“FY2026”), year ending 31 December 2027 (“FY2027”), together with the historical purchase amounts for the FY2025 and 2026H1:

	FY2025 <i>HK\$'000</i>	FY2026 <i>HK\$'000</i>	FY2027 <i>HK\$'000</i>
Existing Annual Cap	37,000	10,000	10,000
Actual purchase amount	16,117	8,052 (up to 30 June 2026)	Not applicable
Utilisation rate	43.6%	161.0% (Note)	Not applicable

Note: The utilisation rate for FY2026 is calculated based on the annualised actual purchase amount for 2026H1.

As stated in the Letter from the Board, as at the Latest Practicable Date, the relevant Existing Annual Caps have not been exceeded.

(b) Utilisation of Existing Annual Caps

Based on the tables above, the utilisation rates for the FY2025 were approximately 43.6%, while the utilisation rate for 2026H1 (calculated based on the annualised amount based on the actual transaction amount for 2026H1 and the Existing

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Annual Caps for FY2026) already reached approximately 161.0%. As advised by the Company, the relatively low utilisation rate for FY2025 was principally attributable to delays in launching new products. Nevertheless, taking into account the relatively high utilisation rate for FY2026 and the expected enhancement of product portfolio of the Talent Smart Products as stated in the Letter from the Board, we concur with the management of the Company that there is a genuine need to revise the Existing Annual Caps.

(c) Our view on the proposed Revised Annual Caps

The proposed Revised Annual Caps, together with the actual transaction amount for the three months ended 31 March 2026 (“**3M2026**”) and 2026H1 are further set out below:

	3M2026 <i>HK\$'000</i>	2026H1 <i>HK\$'000</i>	FY2026 <i>HK\$'000</i>	FY2027 <i>HK\$'000</i>
Proposed Revised Annual Cap	Not applicable	Not applicable	40,000	43,000
Actual purchase amount	2,178	8,052	Not applicable	Not applicable

As stated in the Letter from the Board, the Revised Annual Caps have been determined with reference to (i) the historical transaction amounts – as shown in the above table, for 2026H1, the Group has already purchased approximately HK\$8 million, representing over 80% of the Existing Annual Cap for FY2026; and (ii) the expected sales and purchase volumes for the remaining term following the proposed launch of new products by the Talent Smart Group in the second half of 2026. The Group is given to understand by the sales team of the Talent Smart Group that it has scheduled to launch more than 10 new products during the second half of 2026. Based on the procurement plans of the Group and subject to the approval of the increase in the annual cap, it is expected that the Group will purchase not less than HK\$33 million from the Talent Smart Group for the entire FY2026. Out of the Group’s purchases of the Talent Smart Products for FY2026, the management of the Group estimates that around HK\$13 million will be used to purchase new Talent Smart Products or new stock keeping units to be rolled out in the second half of 2026 and around HK\$12 million will be used to purchase existing Talent Smart Products. In fixing the Revised Annual Cap, the management of the Group has also taken into account a buffer of around 20% in case the demand for the Talent Smart Products in the market is high. The Revised Annual Cap for FY2027 is determined principally by reference to the Revised Annual Cap for FY2026, with a 7.5% year-on-year increase.

We have further discussed with the management of the Company regarding the composition of the proposed Revised Annual Cap for FY2026, obtained and reviewed the basis of the additional annual cap for FY2026 and noted that the additional annual caps are mainly attributable to over 15 new products scheduled to be launched by Talent Smart Group in 2026 (collectively, the “**New Products**”), with two of which are expected to replace certain existing products of the Group in 2026. We have obtained and reviewed the list of the New Products and noted that these products cover a wide

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range of usage, including, among other things, pain reliever, anti-itch product, acne cream and liver health-related product. Based on further information provided by the management of the Company, the sales attributable to the existing products to be replaced by the products under Talent Smart Product portfolio of Po Wo Tong (寶和堂) brand amounted to approximately HK\$11.2 million in the first half of 2026. Further, we noted that, based on information provided by the management of the Company, the purchase amount of Talent Smart Products increased from approximately HK\$2.2 million for the three months ended 31 March 2026, to approximately HK\$8.1 million for the six months ended 30 June 2026, representing a purchase amount of approximately HK\$5.9 million for the three months ended 30 June 2026. Before taking into account any new Talent Smart Products to be launched in the second half of 2026, assuming the purchase amounts of the Talent Smart Products for the three months ended 30 September 2026 and 31 December 2026 are the same as the purchase amount for the three months ended 30 June 2026, the estimated purchase amount of Talent Smart Products for FY2026 is approximately HK\$19.9 million. On the other hand, based on the information provided by the management of the Company, out of the new products launched by the Group during the three years ended 31 December 2025, over 50 products had generated sales of over HK\$1 million for the Group in the first year of launch, with an average first-year sales of approximately HK\$3.1 million recorded from the sales of these products. Taking into account the aforesaid, in particular, the estimated purchase based on recent purchase amounts of the Talent Smart Products, more than 10 new Talent Smart Products are scheduled to be launched during the second half of 2026 and the successful experience of new products launched in recent years, we consider that the expected purchase amount from Talent Smart Group for the entire FY2026 of HK\$33 million is not unreasonable. Meanwhile, taking into account the fact that the successful experience of new products launched in recent years, the distribution network and ability of the Group, the relevant products will eventually be sold to the consumer market, which is more unpredictable as compared to some other markets which are project-based or involve larger amounts of planned purchases, we agree with the view of the Company that larger flexibility shall be buffered in for determining the annual caps, and, therefore, the buffer of HK\$7 million, which represents approximately 21.2% of the expected purchase amount and approximately 17.5% of the proposed Revised Annual Caps for FY2026, is fair and reasonable.

Further, we noted that according to the article headed “Latest Developments” published by the Hong Kong Government on 5 May 2026³ regarding the latest economic developments of Hong Kong, the Hong Kong economy expanded robustly in the first quarter of 2026. According to the advance estimates, real GDP grew by 5.9% over a year earlier in the first quarter. On the other hand, we noted that the Revised Annual Cap for FY2027 is determined principally by reference to the Revised Annual Cap for FY2026, with a 7.5% year-on-year increase. Taking into account the impact of the latest real GDP growth of Hong Kong economy, the implied buffer for the proposed Revised Annual Caps for FY2027 is less than 5%. Given that the proposed Revised Annual Caps for FY2027 is determined principally with reference to the Revised

³ <https://www.hkeconomy.gov.hk/en/situation/development/index.htm>

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Annual Cap for FY2026 and the implied buffer is less than 5%, we agree with the view of the Company that the proposed Revised Annual Caps for FY2027 is fair and reasonable.

Summary

Taking into account the above, in particular: (i) the recent financial performance and outlook of the Group; (ii) the high utilisation rates of the Existing Annual Caps for 2026H1; (iii) the addition of the New Products to the Talent Smart Product portfolio; and (iv) the implied buffer included in the determining the proposed Revised Annual Caps after taking into account the latest economic growth in Hong Kong, we consider that, the proposed Revised Annual Caps are fair and reasonable so far as the Company and the Independent Shareholders are concerned.

5. Internal Control and Reporting Requirements

5.1 Internal control measures

The Company has put in place the following internal control measures with respect to the Continuing Connected Transactions:

- (i) the Procurement Team of the Group will first review the qualification of relevant suppliers, including but not limited to the particulars of the brands supplied;
- (ii) the Sales Department of the Group will prepare monthly sales forecasts, estimated gross profit and costs and expenses in relation to the relevant products;
- (iii) the Head of the Procurement Team of the Group will review the purchase price and payment terms of each relevant purchase order; and
- (iv) the Finance Department of the Group will review the six-month sales forecast and profit forecast of the products to ensure the transactions under the 2025 Master Sale and Purchase Agreement will be conducted under normal commercial terms or better and fairly and reasonably and in the interests of the Company as a whole.

Each of the departments above will make an assessment, review various aspects of the transactions and determine if the transactions will be conducted under normal commercial terms or better and fairly and reasonably and in the interests of the Company as a whole and the terms and pricing policies will be strictly followed.

The relevant personnel of the Group will keep track of the transaction record on the sale of the relevant products. The Group will have designated personnel from the relevant departments to monitor the actual transaction amounts and report to the management team on a monthly basis in relation to the transactions to ensure that the relevant annual cap is not exceeded. The Finance Department of the Group will revisit

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the underlying transactions on a monthly basis (including timely monitoring the utilisation of the relevant annual cap) and will timely comply with the requirements of Chapter 14A of the Listing Rules (if applicable).

In respect of the relevant workflow in IT system, an automatic notice will be sent to the designated personnel of the Finance Department of the Group alerting whenever the accumulated amounts of the completed transaction of the continuing connected transactions reach 75% of the relevant annual caps ("**75% Cap IT Alert**").

5.2 Our analysis on internal control measures

We have reviewed and discussed the above internal control measures with the management of the Company. We note that the Company has recently enhanced its internal control procedures in response to a prior incident where the annual cap under the master sale and purchase agreement with another connected person was inadvertently exceeded. As a result, the Company has since upgraded its IT-based monitoring system to cover all continuing connected transactions and has moved from quarterly to monthly monitoring of transaction amounts.

We have further reviewed the 2025 Annual Report which has included the transactions contemplated under the 2025 Master Sale and Purchase Agreement under the section headed "Non-exempt Continuing Connected Transactions", and we noted that the auditor has issued an unqualified letter containing the conclusions in respect of the continuing connected transactions included under the section headed "Non-exempt Continuing Connected Transactions" in accordance with Rule 14A.56 of the Listing Rules. Pursuant to Rule 14A.56, the auditors must provide a letter to the listed issuer's board of directors confirming whether anything has come to their attention that causes them to believe that the continuing connected transactions:

- (i) have not been approved by the listed issuer's board of directors;
- (ii) were not, in all material respects, in accordance with the pricing policies of the listed issuer's group if the transactions involve the provision of goods or services by the listed issuer's group;
- (iii) were not entered into, in all material respects, in accordance with the relevant agreement governing the transactions; and
- (iv) have exceeded the cap.

Further, we have also obtained, on a random basis, and reviewed a notice regarding the 75% Cap IT Alert related to a distribution agreement of the Group in 2025 with no unusual noted. Given that the 75% Cap IT Alert was generated automatically, we consider that the samples reviewed are fair and representative.

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5.3 *Our view*

Based on our review as stated above, we are of the view that appropriate measures exist to monitor the conduct of the Continuing Connected Transactions and assist to safeguard the interests of the Independent Shareholders. Nothing has come to our attention to doubt the effectiveness of the internal control and pricing policies of the Company regarding the Continuing Connected Transactions. Taking into account the above, in particular, the auditors confirmation pursuant to Rule 14A.56, the 75% Cap IT Alert, we concur with the management of the Company that the internal control measures are implemented effectively.

RECOMMENDATION

Having considered the above principal factors and reasons, we consider (i) the revision of the Existing Annual Caps is fair and reasonable and in the interests of the Company and the Independent Shareholders as a whole; and (ii) the proposed Revised Annual Caps are fair and reasonable so far as the Company and the Independent Shareholders are concerned. Accordingly, we advise the Independent Board Committee to recommend the Independent Shareholders to vote in favour of the ordinary resolution to approve the Revised Annual Cap at the EGM.

Yours faithfully,
For and on behalf of
Halcyon Capital Limited

Terry Chu
Managing Director

Barton Lai
Director

Mr. Chu is a licensed person registered with the Securities and Futures Commission and a responsible officer of Halcyon Capital Limited, which is licensed under the Securities and Futures Ordinance to carry out Type 6 (advising on corporate finance) regulated activities. Mr. Chu has participated in the provision of independent financial advisory services for various transactions involving companies listed on the Stock Exchange.

Mr. Lai is a licensed person registered with the Securities and Futures Commission and a responsible officer of Halcyon Capital Limited, which is licensed under the Securities and Futures Ordinance to carry out Type 6 (advising on corporate finance) regulated activities. Mr. Lai has participated in the provision of independent financial advisory services for various transactions involving companies listed on the Stock Exchange.

1. RESPONSIBILITY STATEMENT

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

2. DISCLOSURE OF INTERESTS

Directors' and Chief Executives' Interests and Short Positions in the Shares, Underlying Shares or Debentures

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying Shares and debentures of the Company and its associated corporations within the meaning of Part XV of the SFO, which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers set out in Appendix 10 to the Listing Rules ("**Model Code**"), were as follows:

(i) *Interests in the Shares or underlying Shares of the Company*

Name of director	Capacity/Nature of Interest	Number of Shares ⁽¹⁾	Approximate percentage of shareholding
Wong Ka Chun	Interest in controlled corporation	300,088,326 (L)	33.57%
Michael ⁽²⁾	Beneficial owner	19,704,000 (L)	2.20%

Notes:

- (1) The letter "L" denotes the Director's long position in such Shares.
- (2) The 300,088,326 Shares are registered in the name of Tycoon Empire Investment Limited ("**Tycoon Empire**"), a company wholly owned by Mr. Wong Ka Chun Michael. By virtue of the provisions of Part XV of the SFO, Mr. Wong Ka Chun Michael is deemed to be interested in all the Shares held by Tycoon Empire.

(ii) Interests in shares of the associated corporation of the Company

Name of director	Name of associated corporation	Capacity/Nature of Interest	Number of Shares ⁽¹⁾	Approximate percentage of shareholding
Wong Ka Chun Michael ⁽²⁾	Tycoon Empire	Beneficial owner	1 (L)	100%

Notes:

- (1) The letter “L” denotes the Director’s long position in such share.
- (2) Mr. Wong Ka Chun Michael directly owns 100% of the issued share capital of Tycoon Empire.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or the chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he/she was taken or deemed to have under such provisions of the SFO), (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein, or (c) pursuant to the Model Code to be notified to the Company and the Stock Exchange.

As at the Latest Practicable Date, save that (1) Mr. Wong Ka Chun Michael, an executive Director, is the director of Tycoon Empire; (2) Ms. Liang Yan, a non-executive Director, is a director of the investment development department of China Resources Pharmaceutical Group Limited; and (3) Mr. Cao Ran, a non-executive Director, is the deputy general manager of the operations management department of China Resources Pharmaceutical Holdings Company Limited (a subsidiary of China Resources Pharmaceutical Group Limited), none of the Directors was a director or employee of a company which had an interest or short position in the Shares or underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO.

Substantial Shareholders' Interests and Short Positions in the Shares, Underlying Shares or Debentures

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the following parties (other than the Directors or chief executive of the Company) had an interest in the Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register kept by the Company under Section 336 of the SFO:

Name of Shareholder	Capacity/Nature of Interest	Number of shares held	Approximate percentage of the issued share capital of the Company as at the Latest Practicable Date ⁽¹⁾
Tycoon Empire	Beneficial owner	300,088,326 (L)	33.57% (L)
Ngai Sze Kei ⁽²⁾	Interest of spouse	319,792,326 (L)	35.77% (L)
China Resources Pharmaceutical Retail Group Limited ("CR Pharma Retail") ⁽³⁾	Beneficial owner	151,895,000 (L)	16.99% (L)
China Resources Pharmaceutical Group Limited ("CR Pharma", HKEX Stock Code: 3320.HK) ⁽³⁾	Interest in controlled corporation	151,895,000 (L)	16.99% (L)
CRH (Pharmaceutical) Limited ⁽³⁾	Interest in controlled corporation	151,895,000 (L)	16.99% (L)
China Resources (Holdings) Company Limited ⁽³⁾	Interest in controlled corporation	151,895,000 (L)	16.99% (L)
CRC Bluesky Limited ⁽³⁾	Interest in controlled corporation	151,895,000 (L)	16.99% (L)
China Resources Inc. ⁽³⁾	Interest in controlled corporation	151,895,000 (L)	16.99% (L)
China Resources Company Limited ⁽³⁾	Interest in controlled corporation	151,895,000 (L)	16.99% (L)
Jacobson Group Treasury Limited ⁽⁴⁾	Beneficial owner	152,342,000 (L)	17.04% (L)

Name of Shareholder	Capacity/Nature of Interest	Number of shares held	Approximate percentage of the issued share capital of the Company as at the Latest Practicable Date ⁽¹⁾
Jacobson Pharma Group (BVI) Limited ⁽⁴⁾	Interest in controlled corporation	152,342,000 (L)	17.04% (L)
Jacobson Pharma Corporation Limited ⁽⁴⁾	Interest in controlled corporation	152,342,000 (L)	17.04% (L)
Kingshill Development Limited ⁽⁴⁾	Interest in controlled corporation	152,342,000 (L)	17.04% (L)
Kingshill Development Group Inc. ⁽⁴⁾	Interest in controlled corporation	152,342,000 (L)	17.04% (L)
Sum Kwong Yip, Derek ⁽⁴⁾	Founder of a discretionary trust who can influence how the trustee exercises discretion	152,342,000 (L)	17.04% (L)
UBS Trustees (B.V.I.) Limited ⁽⁴⁾	Trustee	152,342,000 (L)	17.04% (L)

Notes:

- (1) The letter “L” denotes the person’s long position in such Shares. The total number of 894,000,000 Shares of the Company in issue as at the Latest Practicable Date has been used for calculation of the approximate percentage.
- (2) The 300,088,326 Shares are registered in the name of Tycoon Empire, a company wholly-owned by Mr. Wong Ka Chun Michael. Ms. Ngai Sze Kei is the spouse of Mr. Wong Ka Chun Michael. By virtue of the provisions in Part XV of the SFO, Ms. Ngai Sze Kei is deemed to be interested in all the Shares which Mr. Wong Ka Chun Michael is interested in or is deemed to be interested in.
- (3) These interests in Shares comprise the 151,895,000 Shares held by CR Pharma Retail. CR Pharma Retail is a company wholly-owned by CR Pharma. Based on the notice of disclosure of interests dated 22 May 2025 of China Resources Company Limited (formerly known as China Resources National Corporation) filed with the Stock Exchange in relation to CR Pharma, CR Pharma is owned as to approximately 53.40% by CRH (Pharmaceutical) Limited, a wholly-owned subsidiary of China Resources (Holdings) Company Limited, which is wholly-owned by CRC Bluesky Limited, which in turn is wholly-owned by China Resources Inc., which in turn is wholly-owned by China Resources Company Limited. By virtue of the provisions of Part XV of the SFO, each of CR Pharma, CRH (Pharmaceutical) Limited, China Resources (Holdings) Company Limited, CRC Bluesky Limited, China Resources Inc. and China Resources Company Limited is deemed to be interested in all the Shares held by CR Pharma Retail.

- (4) These interests in Shares are held by Jacobson Group Treasury Limited, which is a direct wholly-owned subsidiary of Jacobson Pharma Group (BVI) Limited, which in turn is a wholly-owned subsidiary of Jacobson Pharma Corporation Limited (stock code: 2633.HK), in which 42.53% of the issued share capital of Jacobson Pharma Corporation Limited is owned by Kingshill Development Limited, a wholly-owned subsidiary of Kingshill Development Group Inc., which in turn is wholly-owned by UBS Trustees (B.V.I.) Limited, the trustee of The Kingshill Trust, a discretionary trust established by Mr. Sum Kwong Yip, Derek (as the settlor) with Mr. Sum and his family members as the discretionary beneficiaries. By virtue of the provisions of Part XV of the SFO, each of Jacobson Pharma Group (BVI) Limited, Jacobson Pharma Corporation Limited, Kingshill Development Limited, Kingshill Development Group Inc., Mr. Sum Kwong Yip, Derek and UBS Trustees (B.V.I.) Limited is deemed to be interested in all the Shares held by Jacobson Group Treasury Limited.
- (5) The calculation is based on the total number of 894,000,000 Shares in issue as of the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, so far as the Directors were aware, no other persons (other than the Directors or chief executive of the Company) or entities had any interests or short positions in the Shares or underlying Shares of the Company, which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or as recorded in the register required to be kept by the Company under section 336 of the SFO.

3. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into any existing or proposed service contract with the Company, or any of its subsidiaries or associated companies which was not determinable by the employer within one year without payment of compensation (other than statutory compensation).

4. DIRECTORS' COMPETING INTERESTS

To the best knowledge of the Directors, as at the Latest Practicable Date, none of the Directors or their respective associates had any interests in a business, which competes or is likely to compete either directly or indirectly with the business of the Group which would be required to be disclosed under Rule 8.10 of the Listing Rules, if the Directors were controlling Shareholders.

5. DIRECTORS' INTEREST IN ASSETS, CONTRACTS OR ARRANGEMENTS

As at the Latest Practicable Date, there was no contract or arrangement subsisting in which any Director was materially interested and which was significant in relation to any business of the Group. As at the Latest Practicable Date, none of the Directors had any interest, either direct or indirect, in any assets which have been acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2025, being the date to which the latest published audited financial statements of the Company were made up.

6. NO MATERIAL ADVERSE CHANGE

The Directors confirm that as at the Latest Practicable Date, they are not aware of any material adverse change in the financial or trading position of the Group since 31 December 2025, being the date to which the latest published audited financial statements of the Group were made up.

7. QUALIFICATION AND CONSENT OF EXPERT

The following sets out the qualification of the expert who has given opinions or advice which is contained or mentioned in this circular:

Name	Qualification
Halcyon Capital Limited	a licensed corporation to carry out Type 6 (advising on corporate finance) regulated activity under SFO

The letter from the Independent Financial Adviser is given as of the date of this circular for incorporation herein.

The Independent Financial Adviser has given and has not withdrawn its written consent to the issue of this circular with the inclusion of its letter and/or reference to its name or opinion in the form and context in which it appears.

The Independent Financial Adviser has confirmed that as at the Latest Practicable Date,

- (a) it was not beneficially interested in the share capital of any member of the Group nor did it have any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group; and
- (b) it did not directly or indirectly, have any interest in any assets which had since 31 December 2025 (being the date to which the latest published audited financial statements of the Company were made up) been acquired or disposed of by or leased to any member of the Group, or are proposed to be acquired or disposed of by or leased to any member of the Group.

8. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company for a period of 14 days from the date of this circular:

- (a) the 2025 Master Sale and Purchase Agreement;
- (b) the Supplemental Agreement;
- (c) the letter from the Independent Board Committee, the text of which is set out in this circular;

- (d) the letter from the Independent Financial Adviser, the text of which is set out in this circular; and
- (e) the written consent referred to in paragraph headed “Qualification and Consent of Expert” of this appendix.

NOTICE OF EGM



Tycoon Group Holdings Limited

滿貫集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3390)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (“**Meeting**”) of Tycoon Group Holdings Limited (“**Company**”) will be held at United Conference Centre, 10/F, United Centre, 95 Queensway, Admiralty, Hong Kong on Friday, 11 September 2026 at 11:30 a.m., to consider and, if thought fit, pass the following resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the proposed revised annual caps in respect of the continuing connected transactions contemplated under the master sale and purchase agreement dated 28 March 2025 entered into between TALENT SMART HOLDINGS LIMITED and DYNASTY GARDEN LIMITED (“**2025 Master Sale and Purchase Agreement**”) (a copy of which has been produced to the meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification) (as varied and supplemented by the Supplemental Agreement (as defined in the circular to the shareholders of the Company dated 21 August 2026 (“**Circular**”))), a copy of which is marked “B” and initialled by the chairman of the meeting for identification) for the two years ending 31 December 2026 and 31 December 2027 as set out in the Circular be and are hereby approved; and
- (b) the Directors acting together or by committee, or any Director acting individually, be and is/are hereby authorised to take all steps necessary on behalf of the Company whatever he/she/they may, in his/her/their absolute discretion, consider necessary, desirable or expedient for the purpose of, or in connection with, the implementing and/or to giving effect to the revised annual caps in respect of the continuing connected transactions contemplated under the 2025 Master Sale and Purchase Agreement (as varied and supplemented by the Supplemental Agreement) for the two years ending 31 December 2026 and 31 December 2027.”

NOTICE OF EGM

On behalf of the Board
Tycoon Group Holdings Limited
滿貫集團控股有限公司
Mr. Wong Ka Chun Michael
*Chairman, Executive Director and
Chief Executive Officer*

Hong Kong, 21 August 2026

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

*Head office and principal place of
business in Hong Kong:*

Room 14, 8/F
Wah Wai Centre
38-40 Au Pui Wan Street
Shatin, New Territories
Hong Kong

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 (“**Listing Rules**”). The results of the poll will be published on the websites of Hong Kong Exchanges and Clearing Limited and the Company in accordance with the Listing Rules.
2. Any shareholder of the Company entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the shareholder to speak at the Meeting. A proxy needs not be a shareholder of the Company. A shareholder who is the holder of two or more shares may appoint more than one proxy to represent him and to attend and vote in his stead at the Meeting.
3. In the case of joint holders of Shares, any one of such joint holders may vote, either personally or by proxy, in respect of such share as if he was solely entitled to vote, but if more than one of such joint holders are present at the Meeting, the most senior holder shall alone be entitled to vote, whether personally or by proxy. For this purpose, seniority shall be determined by reference to the order in which the names stand in the register of members of the Company.
4. In order to be valid, the form of proxy must be duly completed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, at the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong by 11:30 a.m. on Wednesday, 9 September 2026 or not less than 48 hours before the time appointed for holding of the adjourned or postponed Meeting (as the case may be). Completion and delivery of the form of proxy will not preclude a shareholder of the Company from attending and voting at the Meeting or any adjournment or postponement thereof should such shareholder so wishes, and in such event, the instrument appointing a proxy previously submitted shall be deemed revoked.
5. For the purposes of determining eligibility of the shareholders of the Company to attend and vote at the Meeting, the register of members of the Company will be closed. Details of such closure are set out below:

Latest time to lodge transfer documents for registration 4:30 p.m. on Monday, 7 September 2026

Closure of register of members Tuesday, 8 September 2026 to
Friday, 11 September 2026 (both days inclusive)

Record date Friday, 11 September 2026

NOTICE OF EGM

During the above closure period, no transfer of shares will be registered. To be eligible to attend and vote at the Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited of 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than the aforementioned latest time.

6. If a tropical cyclone warning signal number 8 or above, or a "black" rainstorm warning is in force in Hong Kong at any time after 7:00 a.m. on the date of the Meeting, the Meeting will be automatically postponed to a later date. When the date, time and location of the rescheduled meeting has been fixed, the Company will post a further announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company to notify shareholders of the Company of the date, time and location of the rescheduled meeting.

As at the date of this notice, the Board comprises one executive Director, namely Mr. Wong Ka Chun Michael; four non-executive Directors, namely Mr. Cao Ran, Ms. Liang Yan, Ms. Li Ka Wa Helen and Mr. Lau Ka On David; and three independent non-executive Directors, namely Mr. Chung Siu Wah, Ms. Chan Ka Lai Vanessa and Mr. Mak Chung Hong (also known as Mak Tommy Chung Hong).