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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 JBM GROUP;
(2) CONTINUING CONNECTED TRANSACTIONS –
THE FOCI DISTRIBUTION AGREEMENT; AND
(3) 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 7 to 26 of this circular.

A letter from the Independent Board Committee containing its recommendation to the Independent Shareholders is set out on pages 27 to 28 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 29 to 67 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 11:45 a.m. is set out on pages EGM-1 to EGM-4 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 11:45 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 shall have the meanings set out below unless the context requires otherwise:

“2026H1”	the six months ended 30 June 2026
“2026H2”	the six months ending 31 December 2026
“3M2028”	the three months ending 31 March 2028
“6M2029”	the six months ending 30 June 2029
“associate”	has the meaning ascribed to it in the Listing Rules
“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
“Director(s)”	the director(s) of the Company
“Distribution Agreements”	collectively, Ho Chai Kung Distribution Agreement, Li Chung Shing Tong (HK) Distribution Agreement, Li Chung Shing Tong (Singapore) Distribution Agreement, Europharm Singapore Distribution Agreement, Tin Hee Tong Distribution Agreement, Europharm Hong Kong Distribution Agreement, Jacobson Medical Distribution Agreement as referred to in the announcement of the Company dated 22 May 2025 (as, where appropriate, supplemented and varied by the Supplemental Agreements)
“Dynasty Garden”	DYNASTY GARDEN LIMITED, a company incorporated in the BVI with limited liability and an indirect wholly-owned subsidiary of the Company

DEFINITIONS

“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 11:45 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 and the Foci Distribution Agreement and the Foci Annual Caps, the notice of which is set out on pages EGM-1 to EGM-4 of this circular
“Europharm”	Europharm Laboratoires (Hong Kong) Company Limited (歐化藥業(香港)有限公司), a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the JBM Group
“Europharm Hong Kong Distribution Agreement”	the distribution agreement dated 1 April 2025 and entered into between Europharm and Dynasty Garden
“Europharm SG Products”	certain PCM sold by Europharm in Singapore
“Europharm Singapore Distribution Agreement”	the distribution agreement dated 1 April 2025 and entered into between Europharm and Tycoon Singapore
“Existing Annual Cap(s)”	the existing annual caps for each of FY2026, FY2027 and 3M2028 for the transactions contemplated under the Relevant Agreements
“Foci”	LanZhou Foci Pharmaceutical Co., Ltd. (蘭州佛慈製藥股份有限公司), a company with limited liability incorporated in the PRC and the issued shares of which are listed on the Shenzhen Stock Exchange (stock code: 2644.SZ), an independent third party
“Foci Annual Caps”	the proposed annual caps for the purchase of the Foci Products for 2026H2, FY2027, FY2028 and 6M2029 contemplated under the Foci Distribution Agreement
“Foci Distribution Agreement”	the distribution agreement dated 12 June 2026 and entered into between HKPCCH and Fu Qing
“Foci Products”	certain PCM manufactured by Foci which has authorised HKPCCH to distribute in Singapore
“Fu Qing”	Fu Qing Chinese Medical Trading Pte. Limited, a company incorporated in Singapore with limited liability and an indirect wholly-owned subsidiary of the Company

DEFINITIONS

“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
“HKPCCH”	Hong Kong Premier Concentrated Chinese Herbs Ltd. (香港海天濃縮中藥有限公司), a company incorporated in Hong Kong with limited liability and an indirect non-wholly-owned subsidiary of the JBM Group
“Ho Chai Kung”	Ho Chai Kung Medicine Manufactory Limited (香港何濟公藥廠有限公司), a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the JBM Group
“Ho Chai Kung Distribution Agreement”	the distribution agreement dated 1 April 2025 and entered into between Ho Chai Kung and Dynasty Garden
“Ho Chai Kung Products”	certain PCM manufactured and sold by Ho Chai Kung’s affiliates
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Board Committee”	an independent committee of 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), formed to advise the Independent Shareholders in respect of the revision of the Existing Annual Caps to the Revised Annual Caps and the Foci Distribution Agreement (including the Foci 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, being the independent financial adviser appointed to advise the Independent Board Committee and the Independent Shareholders in respect of the transactions contemplated under the Relevant Agreements (including the Revised Annual Caps) and the Foci Distribution Agreement (including the Foci Annual Caps)

DEFINITIONS

“Independent Shareholders”	the Shareholders other than persons (if any) who are involved or interested in the Relevant Agreements and the Foci Distribution Agreement, and who do not have any material interest in the transactions contemplated under the Relevant Agreements (including the Revised Annual Caps) and the Foci Distribution Agreement (including the Foci Annual Caps) to be considered at the EGM
“independent third party”	third party independent of the Company and the connected persons of the Company
“Jacobson Medical”	Jacobson Medical (Hong Kong) Limited (雅各臣藥業(香港)有限公司), a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the JBM Group
“Jacobson Medical Distribution Agreement”	the distribution agreement dated 1 April 2025 and entered into between Jacobson Medical and Dynasty Garden
“JBM”	JBM (Healthcare) Limited (健倍苗苗保健有限公司), an exempted company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 2161)
“JBM Group”	JBM and its subsidiaries
“Latest Practicable Date”	21 August 2026, being the latest practicable date to ascertain certain information contained herein before the publication of this circular
“Li Chung Shing Tong (HK)”	Li Chung Shing Tong (Holdings) Limited (李眾勝堂(集團)有限公司), a company incorporated in Hong Kong with limited liability and an indirect non-wholly-owned subsidiary of the JBM Group
“Li Chung Shing Tong (HK) Distribution Agreement”	the distribution agreement dated 1 April 2025 and entered into between Li Chung Shing Tong (HK) and Dynasty Garden
“Li Chung Shing Tong (Singapore)”	Li Chung Shing Tong (S) Pte Ltd, a company incorporated in Singapore with limited liability and an indirect wholly-owned subsidiary of the JBM Group

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“Li Chung Shing Tong (Singapore) Distribution Agreement”	the distribution agreement dated 1 April 2025 and entered into between Li Chung Shing Tong (Singapore) and Tycoon Singapore
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Macau”	the Macao Special Administrative Region of the People’s Republic of China
“PCM”	“proprietary Chinese medicines” as defined in the Chinese Medicine Ordinance (Cap. 549 of the Laws of Hong Kong)
“Po Chai Pills (HK)”	PCM manufactured by Li Chung Shing Tong (HK)
“Po Chai Pills (SG)”	PCM sold by Li Chung Shing Tong (Singapore)
“PRC”	the People’s Republic of China which, for the purpose of this circular, excludes Hong Kong and Macau
“Products”	certain PCM, health supplement and other healthcare products sold by the Group
“Relevant Agreements”	collectively, Ho Chai Kung Distribution Agreement, Li Chung Shing Tong (HK) Distribution Agreement and Li Chung Shing Tong (Singapore) Distribution Agreement
“Revised Annual Cap(s)”	the revised annual cap(s) for each of FY2026, FY2027 and 3M2028 for the transactions contemplated under the Relevant Agreements
“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 shareholder(s) of the Company
“Singapore”	the Republic of Singapore
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it under the Listing Rules

DEFINITIONS

“Supplemental Agreements”	the supplemental agreements dated 29 May 2025 between the Group and each of Europharm and Jacobson Medical (as referred to in the announcement of the Company dated 29 May 2025)
“Tin Hee Tong”	Tin Hee Tong Medicine Factory Limited (天喜堂藥廠有限公司), a company incorporated in Hong Kong with limited liability and an indirect non-wholly-owned subsidiary of the JBM Group
“Tin Hee Tong Distribution Agreement”	the exclusive distribution agreement dated 1 April 2025 and entered into between Tin Hee Tong and Tycoon Global
“Tycoon Global”	Tycoon Global Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company
“Tycoon Singapore”	Tycoon Asia Pacific (Singapore) Pte. Limited, a company incorporated in Singapore with limited liability and an indirect wholly-owned subsidiary of the Company
“%”	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,

**(1) PROPOSED REVISION OF ANNUAL CAPS FOR
CONTINUING CONNECTED TRANSACTIONS WITH JBM GROUP; AND
(2) CONTINUING CONNECTED TRANSACTIONS –
THE FOCI DISTRIBUTION AGREEMENT**

Reference is made to the announcements of the Company dated 22 May 2025, 29 May 2025 and 12 June 2026 regarding the continuing connected transactions in relation to (i) the Distribution Agreements and (ii) the Foci Distribution Agreement, entered into between the Group and the JBM Group.

The purpose of this circular is to provide you with, among other things, (i) the transactions contemplated under the Relevant Agreements (including the Revised Annual Caps) and the Foci Distribution Agreement (including the Foci Annual Caps); (ii) a letter of

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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

On 1 April 2025, the Group and the JBM Group entered into various continuing transactions comprising the following agreements: the Ho Chai Kung Distribution Agreement, the Li Chung Shing Tong (HK) Distribution Agreement, the Li Chung Shing Tong (Singapore) Distribution Agreement, the Europharm Singapore Distribution Agreement, the Tin Hee Tong Distribution Agreement, the Europharm Hong Kong Distribution Agreement and the Jacobson Medical Distribution Agreement. 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 distribution agreements and the continuing connected transactions contemplated thereunder.

The Group, together with the JBM Group, have reviewed and evaluated the continuing connected transactions under the Distribution Agreements and anticipates that the actual transaction amounts under certain Distribution Agreements, namely the Relevant Agreements, will exceed their respective previous projections to the effect that the Existing Annual Caps for such transactions under the Relevant Agreements 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.

A summary of the terms and conditions of each of the Relevant Agreements is set out in the announcement of the Company dated 22 May 2025.

Details of the corresponding revision of the Existing Annual Caps of each of the Relevant Agreements are set out below:

(1) Ho Chai Kung Distribution Agreement

Set out below is a summary of the historical purchases made by the Group from Ho Chai Kung and the Revised Annual Caps under Ho Chai Kung Distribution Agreement:

	FY2024 <i>HK\$'000</i>	FY2025 <i>HK\$'000</i>	2026H1 <i>HK\$'000</i>
Historical purchases amount	115,703	144,003	102,049
	FY2026 <i>HK\$'000</i>	FY2027 <i>HK\$'000</i>	3M2028 <i>HK\$'000</i>
Existing Annual Cap	174,000	208,800	62,600
Revised Annual Cap	200,000	230,000	66,000

LETTER FROM THE BOARD

(2) Li Chung Shing Tong (HK) Distribution Agreement

Set out below is a summary of the historical purchases made by the Group from Li Chung Shing Tong (HK) and the Revised Annual Caps under Li Chung Shing Tong (HK) Distribution Agreement:

	FY2024 <i>HK\$'000</i>	FY2025 <i>HK\$'000</i>	2026H1 <i>HK\$'000</i>
Historical purchases amount	56,303	70,160	44,398
	FY2026 <i>HK\$'000</i>	FY2027 <i>HK\$'000</i>	3M2028 <i>HK\$'000</i>
Existing Annual Cap	87,700	105,200	31,600
Revised Annual Cap	121,000	139,000	40,000

(3) Li Chung Shing Tong (Singapore) Distribution Agreement

Set out below is a summary of the historical purchases made by the Group from Li Chung Shing Tong (Singapore) and the Revised Annual Caps under Li Chung Shing Tong (Singapore) Distribution Agreement:

	FY2025 <i>HK\$'000</i>	2026H1 <i>HK\$'000</i>
Historical purchases amount	7,159	7,511
	FY2026 <i>HK\$'000</i>	3M2028 <i>HK\$'000</i>
Existing Annual Cap	8,800	3,200
Revised Annual Cap	21,000	6,000

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

Basis for the determination of the Revised Annual Caps

The Revised Annual Caps have been determined with reference to (i) the historical transaction amounts under the Relevant Agreements; and (ii) the expected sales and purchase volumes for the remaining term, details of which are set out below:

(i) Historical transaction amounts

For the six months ended 30 June 2026, the historical transaction amounts under the Ho Chai Kung Distribution Agreement, the Li Chung Shing Tong (HK) Distribution Agreement and the Li Chung Shing Tong (Singapore) Distribution Agreement amounted to approximately HK\$102.0 million, HK\$44.4 million and HK\$7.5 million respectively.

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On an annualised basis, such run-rates of approximately HK\$204.0 million, HK\$88.8 million and HK\$15.0 million respectively would exceed the respective Existing Annual Caps of approximately HK\$174.0 million, HK\$87.7 million and HK\$8.8 million for FY2026.

(ii) Expected sales and purchase volumes for the remaining term

The expected purchase volume for the remaining term of the Relevant Agreements were estimated and negotiated by the Group's procurement team together with the sales team of the relevant supplier in the first half of FY2026 and by then, the Group realised that the Existing Annual Caps may not be sufficient to procure the estimated purchase amount according to the Group's procurement plan taking into account the marketing campaigns of the products under the Relevant Agreements. Having regard to, among other things, the growing demand for the relevant products, the sales performance recorded in the first half of 2026, the marketing campaigns of the products under the Relevant Agreements and the reasonable buffer, the Directors expect that the purchases to be made under the Ho Chai Kung Distribution Agreement, the Li Chung Shing Tong (HK) Distribution Agreement and the Li Chung Shing Tong (Singapore) Distribution Agreement for the second half of 2026 will amount to over HK\$95.0 million, HK\$70.0 million and HK\$10.0 million respectively. On this basis, the estimated aggregate purchases for the full year of FY2026 under the aforesaid agreements would amount to approximately HK\$197.0 million, HK\$114.4 million and HK\$17.5 million respectively, which would exceed the respective Existing Annual Caps.

In light of this, and after taking into account a reasonable buffer of approximately 10% to 20% to cater for the growth in business and fluctuation in market demand, the Directors consider that the Revised Annual Caps are appropriate and sufficient to cover the anticipated transactions under the Relevant Agreements.

The proposed revision of the Existing Annual Caps has not amended and will not amend the terms and conditions of the Relevant Agreements. In addition, all terms and the relevant existing annual caps in respect of the other Distribution Agreements remain unchanged. In other words, no changes were made to the terms and conditions of Europharm Singapore Distribution Agreement, Tin Hee Tong Distribution Agreement, Europharm Hong Kong Distribution Agreement and Jacobson Medical Distribution Agreement and each of its existing annual caps for FY2026, FY2027 and 3M2028.

The principal terms of the Relevant Agreements and other relevant information such as product details, pricing policies and internal control policies are as follows:

(1) Ho Chai Kung Distribution Agreement

Parties: Ho Chai Kung and Dynasty Garden

Date: 1 April 2025

LETTER FROM THE BOARD

Term: commencing on 1 April 2025 and ending on 31 March 2028

Nature of the transactions: Ho Chai Kung agreed to appoint Dynasty Garden as a distributor for exclusive distribution of the Ho Chai Kung Products through certain key-chain retailers specified in the agreement in Hong Kong and all brick-and-mortar distribution channels in Macau and on cross-border e-commerce platforms in the PRC, subject to Dynasty Garden obtaining all relevant licence and/or approval of the relevant regulatory authorities.

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 Ho Chai Kung Products in Hong Kong and Macau.

(2) Li Chung Shing Tong (HK) Distribution Agreement

Parties: Li Chung Shing Tong (HK) and Dynasty Garden

Date: 1 April 2025

Term: commencing on 1 April 2025 and ending on 31 March 2028

Nature of the transactions: Li Chung Shing Tong (HK) agreed to appoint Dynasty Garden as a distributor for exclusive distribution of Po Chai Pills (HK) through certain key-chain retailers specified in the agreement in Hong Kong and Macau and on cross-border e-commerce platforms in the PRC, subject to Dynasty Garden obtaining all relevant licence and/or approval of the relevant regulatory authorities.

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 Po Chai Pills (HK) in Hong Kong and Macau.

(3) Li Chung Shing Tong (Singapore) Distribution Agreement

Parties: Li Chung Shing Tong (Singapore) and Tycoon Singapore

Date: 1 April 2025

LETTER FROM THE BOARD

Term: commencing on 1 April 2025 and ending on 31 March 2028

Nature of the transactions: Li Chung Shing Tong (Singapore) agreed to appoint Tycoon Singapore as a distributor for exclusive distribution of Po Chai Pills (SG) through certain key-chain retailers specified in the agreement (including their online stores) in Singapore, subject to Tycoon Singapore obtaining all relevant licence and/or approval of the relevant regulatory authorities.

Tycoon Singapore 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 Po Chai Pills (SG) in Singapore.

Pricing policy and payment terms of the Relevant Agreements

Pursuant to each of the Relevant Agreements, the prices, payment terms, quantities and other detailed terms in respect of the Ho Chai Kung Products, Po Chai Pills (HK) and Po Chai Pills (SG) (as applicable) shall be determined in accordance with the specific purchase orders to be agreed between the relevant parties from time to time, and shall be on normal commercial terms negotiated on an arm's length basis with reference to the prevailing selling prices of the relevant products, and at prices and terms (including payment terms) no less favourable to the Group than the prices and terms (including payment terms) offered by the relevant member of the JBM Group to its other independent customers for the same or similar products.

In determining the actual transaction prices and terms in respect of each purchase order, the Group will take into account, among other things, the then prevailing market price of the relevant products, the volume of products under the relevant purchase order and the terms of supply between the relevant member of the JBM Group and its suppliers (including, where applicable, the suggested retail price of the relevant products).

In assessing whether the actual transaction prices and terms offered under the Relevant Agreements are fair and reasonable and no less favourable to the Group than those available from independent third party suppliers, the Group will take into account (i) whether the relevant products can be sourced from other independent suppliers; and (ii) if so, a minimum of two quotations (including prices and payment terms) for the relevant products in comparable volumes from other independent suppliers. The relevant procurement supervisor of the Group will review the purchase price and payment terms of each relevant purchase order with reference to the above factors. Based on the current procurement plan of the Group, the relevant products under the Relevant Agreements are proprietary products exclusively distributed by the Group pursuant to the Relevant Agreements and are therefore not available from other independent suppliers; in such cases, the Group makes a commercial assessment on whether to continue sourcing such products for distribution,

LETTER FROM THE BOARD

having regard to (i) the potential profit margin for selling such products; (ii) the prices of other similar products in the market; and (iii) the popularity of such products among end customers.

Internal control measures of the Relevant Agreements

The Board wishes to emphasise that the procurement process under the Relevant Agreements is the same as the process adopted by the Group in dealing with independent third parties. In connection with the purchase of the relevant products, the Group will send a written request for quotation (“**Quotation Request**”) to the relevant member of the JBM Group, setting out the relevant details of the products required. Within five days of receipt of the Quotation Request, the relevant member of the JBM Group will respond with a written quotation (“**Written Quotation**”) setting out (i) its ability to supply the products in accordance with the product description in the Quotation Request; and (ii) the overall terms and conditions, including but not limited to price, payment terms and credit terms.

To determine whether to proceed with the transactions under the Relevant Agreements, the Group’s internal control policies and procedures are as follows:

- (i) the procurement team of the Group will first review the qualifications of the relevant suppliers, including but not limited to the particulars of the brands supplied;
- (ii) the sales department of the Group will then prepare a monthly sales forecast, and estimated gross profit, costs and expenses in relation to the relevant products;
- (iii) the head of the procurement team and logistics 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 relevant products to ensure that the transactions under the Relevant Agreements are conducted on normal commercial terms or better and are fair and reasonable and in the interests of the Company as a whole.

Each of the above departments will assess and review the relevant aspects of the transactions to ensure they are conducted on normal commercial terms or better, fairly and reasonably, and in the interests of the Company as a whole, and that the relevant terms and pricing policies are strictly followed.

THE FOCI DISTRIBUTION AGREEMENT

A summary of the principal terms of the Foci Distribution Agreement is set out below:

Date

12 June 2026

LETTER FROM THE BOARD

Parties

1. HKPCCH, an indirect non-wholly-owned subsidiary of the JBM Group; and
2. Fu Qing, an indirect wholly-owned subsidiary of the Company

Duration

The Foci Distribution Agreement is for a term commencing on the date of such agreement and ending on 11 June 2029.

Nature of transactions

Pursuant to the Foci Distribution Agreement, (i) HKPCCH agreed to appoint Fu Qing as a distributor for exclusive distribution of the Foci Products in Singapore, subject to Fu Qing obtaining all relevant licence and/or approval of the relevant regulatory authorities, and (ii) Fu Qing 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 Foci Products in Singapore.

The Foci Products comprise a range of PCM manufactured by Foci, covering the following principal categories:

- (i) **tonifying and nourishing products** (補益類), which are formulated to replenish deficiencies in Qi, blood, Yin or Yang so as to boost vitality and immunity, including Shi Quan Da Bu Wan (十全大補丸), Liu Wei Di Huang Wan (六味地黃丸), Jin Gui Shen Qi Wan (金匱腎氣丸) and Bu Zhong Yi Qi Wan (補中益氣丸);
- (ii) **gastrointestinal and spleen-regulating products** (脾胃調理類), which are used to regulate digestion, strengthen the spleen and harmonise the stomach, including Xiang Sha Liu Jun Wan (香砂六君丸), Xiang Sha Yang Wei Wan (香砂養胃丸) and Jian Pi Wan (健脾丸);
- (iii) **respiratory and phlegm-resolving products** (宣肺化痰類), which are used to clear heat from the lungs, resolve phlegm and relieve coughing or respiratory discomfort, including Er Chen Wan (二陳丸), Qing Qi Hua Tan Wan (清氣化痰丸) and Bai He Gu Jin Wan (百合固金丸);
- (iv) **products for emotional wellbeing and women's health** (疏肝婦科類), which are used to soothe the liver, regulate Qi, ease emotional stress and support women's health, including Hsiao Yao Wan (逍遙丸), Fu Ke Yang Ying Wan (婦科養榮丸) and Nu Ke Ba Zhen Wan (女科八珍丸);
- (v) **cardiovascular and microcirculation products** (活血化癥類), which are used to promote blood circulation and remove blood stasis, particularly for chest or heart comfort, including Fu Fang Dan Shen Pian (複方丹參片); and

LETTER FROM THE BOARD

- (vi) **heat-clearing and detoxifying products** (清熱祛濕類), which are used to dispel pathogenic wind-heat (such as common cold symptoms) or clear damp-heat from specific organs, including Yin Qiao Jie Du Pian (銀翹解毒片), Long Dan Xie Gan Wan (龍膽瀉肝丸) and Huo Xiang Zheng Qi Wan (藿香正氣丸).

Fu Qing shall commit to an annual purchase target in each corresponding period as set out below and shall purchase at least 70% of the annual purchase target during each 12-months' period ("**Minimum Purchase**") during the term of the Foci Distribution Agreement, or alternatively pay the shortfall amount in cash to make good the Minimum Purchase in case Fu Qing's purchase during the relevant period is less than the Minimum Purchase for such period within 2 months after the end of the relevant period. Failure to meet this minimum purchase obligation shall entitle HKPCCH to unilaterally terminate the Foci Distribution Agreement immediately by written notice.

Annual purchase target

Pursuant to the Foci Distribution Agreement, Fu Qing shall commit to an annual purchase target of HK\$2 million, HK\$3 million and HK\$3 million for each twelve months' period commencing from 12 June 2026 respectively ("**Annual Purchase Target**").

The Annual Purchase Target was determined after arm's length negotiation between HKPCCH and Fu Qing with reference to (i) the historical sales of HKPCCH to the former distributors of the Foci Products (which amounts were at a similar level to the Annual Purchase Target for the first 12 months' period of the Foci Distribution Agreement); (ii) the expected sales of the Foci Products in Singapore, having regard to prevailing market conditions and anticipated consumer demand; and (iii) the level of minimum annual purchase obligations typically imposed under comparable exclusive distribution arrangements in the industry, details of which are set out in the paragraph headed "Reasons for and benefits of entering into the Distribution Agreements and the Foci Distribution Agreement" below.

Assessment of the Annual Purchase Target and the minimum purchase obligation

In assessing whether the Annual Purchase Target and the minimum purchase obligation under the Foci Distribution Agreement are on normal commercial terms, fair and reasonable, and in the interests of the Company and the Shareholders as a whole, the Board has taken into account, among other things, (i) the Annual Purchase Target was arrived at after arm's length negotiations between HKPCCH and Fu Qing, with reference to the historical sales performance of HKPCCH's former distributors of the Foci Products, the anticipated market demand in Singapore, and Fu Qing's own sales forecast and business plan; (ii) the minimum purchase obligation, followed by a discretionary (rather than automatic) right of termination is not an uncommon feature of exclusive distribution arrangements and is comparable to similar obligations under distribution agreements entered into by the Group with independent third parties, and (iii) securing the exclusive distribution rights to the Foci Products in Singapore is expected to expand the Group's product portfolio and revenue base, such that the commitment represented by the Annual Purchase Target and the associated minimum purchase obligation is a reasonable and proportionate trade-off for such exclusivity. In particular, the Directors consider that inclusion of the annual purchase target or any

LETTER FROM THE BOARD

minimum purchase amount in an exclusive distribution agreement is not uncommon and that such arrangement is reasonable as it enables the Group to commit resources in line with demonstrable demand and also ensures that any performance assessment is based on measurable and achievable targets. For information purposes only, currently, at least five of the Group's existing distribution agreements contain provisions requiring the Group to commit to or meet certain annual purchase target or any minimum purchase amount.

Having considered the above, the Board (including the independent non-executive Directors whose views have been formed taking into account the advice of the Independent Financial Adviser) is of the view that the Annual Purchase Target and the minimum purchase obligation under the Foci Distribution Agreement are on normal commercial terms, fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

Historical figures and annual caps

The Group had not made any purchase from HKPCCH prior to the Latest Practicable Date. Set out below is a summary of the Foci Annual Caps:

2026H2	FY2027	FY2028	6M2029
<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
1,000	2,500	3,000	1,500

The Foci Annual Caps is estimated with reference to the amount of historical sales of HKPCCH to the former distributors of such products, the expected sales of the Foci Products and the expected demand for such Foci Products from the market with reference to the Annual Purchase Target referred to above.

As the Foci Annual Caps are set at a level corresponding to the Annual Purchase Target, they are, by extension, supported by the same underlying factors taken into account in determining the Annual Purchase Target, namely (i) the historical sales performance of HKPCCH's former distributors of the Foci Products in Singapore; (ii) the expected sales of the Foci Products having regard to Fu Qing's own sales forecast and business plan; and (iii) the expected market demand for the Foci Products in Singapore, taking into account the size and growth potential of the relevant PCM market segments. The Directors consider that setting the Foci Annual Caps by reference to the Annual Purchase Target ensures that the Foci Annual Caps are commercially justified, quantifiable and directly linked to Fu Qing's contractual purchase commitment, rather than being an arbitrary or generic estimate.

As the Foci Products are new to the Group, to ensure the proper management of the distribution of the Foci Products by the Group, it is the plan of the Group that the purchase amount of the Foci Products will be within the range between the Minimum Purchase and the Foci Annual Caps during each relevant period. In such case, it is not expected that the Foci Annual Cap will be exceeded. In the event that the purchase amount of the Foci Products is approaching the relevant Foci Annual Cap, the Company will re-comply with the applicable requirements under the Listing Rules where appropriate.

LETTER FROM THE BOARD

Products details, payment terms and pricing policies

The Board wishes to emphasise that the procurement process as contemplated under the Foci Distribution 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 relevant products, the Group shall send a written request for quotation (“**Quotation Request**”) to the JBM Group, which shall contain relevant details of the products. Within five days after the receipt of the Quotation Request, the JBM Group shall, in response to such Quotation Request send a written quotation (“**Written Quotation**”) to the Group 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 JBM Group.

The details of the Foci Products, payment terms and pricing policy under the Foci Distribution Agreement are as follows:

Product details	Foci Products are certain products manufactured by Foci, which are mainly traditional PCM.
Payment terms	A credit period of 90 days (from the invoice date) would be given.
Pricing policy	Pursuant to Foci Distribution Agreement, the prices, quantities and detailed terms with respect to Foci 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. Prices and terms (including the payment terms) of the Foci Products shall be no less favourable to the Group than prices and terms (including the payment terms) of sale of such products by HKPCCH to its other independent customers (to the extent comparable is available for comparison purpose). As the exclusive distribution rights of such Foci Products in Singapore have been granted to the Group, no third party sales from HKPCCH will be available to the Group for comparison purpose.

LETTER FROM THE BOARD

As such, to ensure that each purchase transaction of the Foci Products under the Foci Distribution 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 of not less than 20%, the head of the procurement team of the Group will also consider other commercial terms in the procurement. The pricing of the Foci Products will principally be on a cost-plus basis.

The cost-plus pricing referred to above refers to the purchase price of the Foci Products that the Group is paying HKPCCH for the purchase of such products rather than the selling price at which the Group on-sells the Foci Products to its customers in Singapore. While the Foci Products will be sourced from HKPCCH at a cost-plus model, the Group, in determining the selling price of such products, will on average, build in a mark-up so as to ensure that a gross profit margin of not less than 20% will be enjoyed by the Group upon its on-sale of the Foci Products to its customers in Singapore.

Assessment of the gross profit margin

In assessing whether the gross profit margin of not less than 20% is on normal commercial terms or better, the Board has taken into account, among other things: (i) the gross profit margin historically achieved by the Group in respect of comparable PCM products distributed under the Distribution Agreements and other existing distribution arrangements with independent third parties, which ranged from approximately 4% to 50%; (ii) the prevailing retail prices and market demand for the Foci Products and similar products in Singapore; (iii) the fact that a minimum gross profit margin of not less than 20% represents a guaranteed floor, rather than an estimate, such that the Group's actual gross profit margin may exceed this level depending on market conditions; and (iv) the range of the historical overall gross profit margin achieved by the Group for the previous five financial years from 17.1% to 26.8%. Having considered the above, the Board (including the independent non-executive Directors, whose views have been formed after taking into account the advice of the Independent Financial Adviser) is of the view that the gross profit margin of not less than 20% is on normal commercial terms or better, and is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Internal control policies

To determine whether to proceed with the transactions under the Foci Distribution Agreement, the Group's internal control policies and flow are as follows:

- (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;

LETTER FROM THE BOARD

- (ii) the sales department of the Group will then prepare monthly sales forecast, estimated gross profit and costs and expenses in relation to the products;
- (iii) the head of the procurement team and logistics 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 agreements 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.

Review of pricing policy

In reviewing the pricing policy of the Foci Products, (i) the procurement executive of the procurement team will first initiate the review process prior to the placement of each purchase order, by comparing the purchase price against a minimum of one comparable transaction, being either (a) the actual purchase prices of similar products purchased by the Group from other independent third-party suppliers, where available; or (b) where no direct product comparable is available, the expected gross profit margin to be derived from the resale of the relevant Foci Products, which will be compared against the Group's historical average gross profit margin for similar product categories; (ii) the head of the procurement team and logistics team will then review and verify the relevant calculations and comparisons; and (iii) the head of the finance department will provide final approval as part of its overall review of the six-month sales forecast and gross profit estimations referred to above. In addition to the transaction-level review conducted prior to each purchase order, the pricing policy is also reviewed on a system-level basis on a quarterly basis, in conjunction with the preparation of the Group's monthly sales forecasts and gross profit estimations.

Review of payment terms

In reviewing the payment terms of each purchase order for the Foci Products, (i) the head of the procurement team and logistics team will review each purchase order prior to placement to verify that the payment terms are consistent with the Group's standard procurement templates, and will compare the credit terms offered against those of at least one other supplier with whom the Group maintains an active purchasing relationship, to ensure that the payment terms (e.g. 30/60/90-day credit period or telegraphic transfer) offered to the Group are no less favourable; and (ii) the head of the finance department will approve the payment terms of each purchase order, having regard to consistency with the Group's working capital cycle.

LETTER FROM THE BOARD

Monitoring of transaction amounts and IT alert mechanism

The head of the procurement and logistics team and the finance department will keep track of the transaction records in respect of the Foci Products and monitor the actual cumulative transaction amount against the relevant Foci Annual Cap. They 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 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 head of the procurement and logistics team and all management-grade personnel of the finance department, including the chief financial officer 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**”). The chief financial officer will report the status of the transaction amounts against the Foci Annual Caps to the Board on a monthly basis. The financial reporting team will then hold meetings with the procurement team with a view to revising and updating the procurement/sales forecast (as appropriate) for the remaining months of the relevant financial year so as to contain the purchases/sales within the annual cap for the relevant year.

In case where the revised projected procurement amount will exceed the relevant annual cap, the finance department of the Group will, on the one hand, monitor the relevant transaction closely as elaborated below and on the other hand, assess the need to revise the relevant annual caps and where appropriate, to take the appropriate measures, including complying with the announcement and/or independent shareholders’ approval requirements in accordance with the Listing Rules.

Once the 75% Cap IT Alert is sent to the financial reporting team, in addition to the usual procurement/sales procedures, any further relevant continuing connected transactions to be entered into by any of the Group companies have to be approved by the finance department of the Group before their execution.

Whenever the accumulated amounts of the completed transaction of the continuing connected transactions reach 90% of the relevant annual caps, (i) any further continuing connected transactions to be entered into by any of the Group companies have to be additionally approved by the finance department of the Group before execution of such transactions; and (ii) the relevant sales department will report to the finance department of the Group to assess the need to revise the relevant annual caps and to take the appropriate measures, including complying with the announcement and/or independent shareholders’ approval requirements in accordance with the Listing Rules.

LETTER FROM THE BOARD

REASONS FOR AND BENEFITS OF ENTERING INTO THE DISTRIBUTION AGREEMENTS AND THE FOCI DISTRIBUTION AGREEMENT AND THE PROPOSED REVISION OF THE EXISTING ANNUAL CAPS

The entering into of the Foci Distribution Agreement will further expand the Group's portfolio of PCM products. The Directors consider that a long term and steady relationship with the Group's suppliers is of significant importance to the Group as it enables stability in the supply to the Group which in turn avoids any unnecessary disruption to the Group's business and guarantees a smooth operation of the Group. The entering into of the Distribution Agreements and the Foci Distribution Agreement promotes the stable business relationship between the JBM Group and the Group and secures the exclusive distribution of certain major products in century-old brands such as Ho Chai Kung and Po Chai Pills, which have demonstrated strong historical sales performance. The Directors are not aware of any disadvantages to the Group arising from the entering into the Distribution Agreements and the Foci Distribution Agreement.

The Group, together with the JBM Group, have reviewed and evaluated the continuing connected transactions under the Distribution Agreements and anticipates that the actual transaction amounts under certain Distribution Agreements, namely the Relevant Agreements, will exceed their respective previous projections to the effect that the Existing Annual Caps for such transactions under the Relevant Agreements 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. The proposed revision of the Existing Annual Caps will facilitate the Group to maintain stable sale of the relevant Products, thereby allowing the Group to continue to grow its business operation.

The proposed revision of the Existing Annual Caps has not amended and will not amend the terms and conditions of the Relevant Agreements. In addition, all terms and the relevant existing annual caps in respect of the other Distribution Agreements remain unchanged. In other words, no changes were made to the terms and conditions of Europharm Singapore Distribution Agreement, Tin Hee Tong Distribution Agreement, Europharm Hong Kong Distribution Agreement and Jacobson Medical Distribution Agreement and each of its existing annual caps for FY2026, FY2027 and 3M2028.

The Directors (including the independent non-executive Directors whose views have been formed taking into account the advice from the Independent Financial Adviser) consider that the terms of each of the Foci Distribution Agreement (including the Foci Annual Caps) and the Relevant Agreements (including the Revised Annual Caps) arriving after arm's length negotiations between the parties, are fair and reasonable and the relevant transactions will be conducted 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.

LETTER FROM THE BOARD

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 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.

Dynasty Garden is an investment holding company which is an indirect wholly-owned subsidiary of the Company.

Tycoon Singapore is principally engaged in the distribution business of healthcare and wellbeing related products in Singapore which is an indirect wholly-owned subsidiary of the Company.

The JBM Group

JBM is an exempted company with limited liability incorporated in the Cayman Islands and an investment holding company, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 2161). The JBM Group is principally engaged in the manufacturing, sale and distribution of proprietary Chinese medicines, branded medicines, and health and wellness products.

Ho Chai Kung is a company incorporated in Hong Kong with limited liability and is principally engaged in the marketing and sales of proprietary medicines.

Li Chung Shing Tong (HK) is a company incorporated in Hong Kong with limited liability and is principally engaged in the manufacturing and sale of PCM.

Li Chung Shing Tong (Singapore) is a company incorporated in Singapore with limited liability and is principally engaged in the trading of PCM.

HKPCCH is a company incorporated in Hong Kong with limited liability and is principally engaged in trading, wholesaling and retailing of Chinese medicines.

Foci Distribution Agreement

Fu Qing is a company incorporated in Singapore with limited liability and an indirect wholly-owned subsidiary of the Company and is principally engaged in wholesale of medicine and herbs in southeast Asia region.

LETTER FROM THE BOARD

LISTING RULES IMPLICATIONS

As at the Latest Practicable Date, Mr. Sum Kwong Yip, Derek (“**Mr. Sum**”), one of the substantial shareholders of the Company, is also one of the controlling shareholders of JBM, the JBM Group is thus an associate of Mr. Sum and a connected person of the Company. Accordingly, pursuant to Chapter 14A of the Listing Rules, Mr. Sum, his associates and the JBM Group are regarded as connected persons of the Company and the Foci Distribution Agreement and the transactions contemplated thereunder constituted continuing connected transactions of the Company.

The Distribution Agreements were originally entered into on 1 April 2025, prior to Mr. Sum and his associates becoming substantial shareholders of the Company. Such agreements only became continuing connected transactions of the Company upon Mr. Sum and his associates becoming substantial shareholders of the Company on 22 May 2025, on which date the Company disclosed the relevant details by way of announcement in accordance with Rule 14A.60 of the Listing Rules. The Company had complied with all applicable requirements under Chapter 14A of the Listing Rules in respect of the Distribution Agreements as and when they became continuing connected transactions.

As one or more of the applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the Revised Annual Caps is 5% or above, the transactions contemplated thereunder (based on the Revised Annual Caps) are subject to the reporting, announcement, annual review, and Independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules.

In the event that the Existing Annual Caps in respect of the Relevant Agreements 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.

The Foci Distribution Agreement is a new agreement entered into on 12 June 2026 which is separate and independent from the Distribution Agreements. No purchase of Foci Products has ever been made by the Group from the JBM Group in the past and up to the Latest Practicable Date. As all the applicable percentage ratios in respect of the Foci Annual Caps, on a standalone basis, under the Foci Distribution Agreement are less than 5%, the transactions thereunder are exempt from the circular and Independent Shareholders’ approval requirements under Chapter 14A of the Listing Rules. However, given the Relevant Agreements and the Foci Distribution Agreement were entered into between the Group and the JBM Group and were of similar nature, the transactions contemplated under these agreements would have to be aggregated for the purpose of considering the Company’s compliance obligations pursuant to Rules 14A.81 to 14A.83 of the Listing Rules. Accordingly, the aggregate proposed annual caps for the transactions contemplated under the Distribution Agreements (taking into account the Revised Annual Caps in respect of the Relevant Agreements) and the Foci Distribution Agreement for FY2026, FY2027 and 3M2028 are approximately HK\$380.8 million, HK\$438.9 million and HK\$124.0 million respectively. As the duration of the Foci Distribution Agreement will run beyond 3M2028, the expected caps for the periods beyond 3M2028 are those set out in the section headed “The Foci Distribution Agreement”.

LETTER FROM THE BOARD

As the highest applicable percentage ratio in respect of the aggregate proposed annual caps exceeds 5%, the Distribution Agreements, the Foci Distribution 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. Ng Kwan Ho, a then non-executive Director, was considered to have material interests in the transactions contemplated under the Relevant Agreements and the Foci Distribution Agreement by virtue of being the vice president – brand management and sales excellence of JBM. Accordingly, Mr. Ng Kwan Ho had abstained from voting on the resolutions of the Board to approve the transactions contemplated under the Relevant Agreements and the Foci Distribution Agreement. Save as disclosed above, no other Director has any material interests in the transactions contemplated under the Relevant Agreements and the Foci Distribution Agreement.

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 11:45 a.m. is set out on pages EGM-1 to EGM-4 of this circular. Ordinary resolutions will be proposed to the Shareholders to consider and, if thought fit, approve the transactions contemplated under the Relevant Agreements (including the Revised Annual Caps) and the Foci Distribution Agreement (including the Foci Annual Caps) by way of poll.

To the best of the Directors' knowledge, information and belief, as at the Latest Practicable Date, save for Jacobson Group Treasury Limited and its associates which held 152,342,000 issued shares of the Company, representing approximately 17.04% of the issued share capital of the Company, no Shareholder has any material interest in the Relevant Agreements and the Foci Distribution Agreement and hence is required to abstain from voting on the relevant resolutions to approve the revision of the Existing Annual Caps to the Revised Annual Caps and the Foci Distribution Agreement (including the Foci 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 and the Foci Distribution Agreement (including the Foci Annual Caps) and the transactions contemplated thereunder. Halcyon Capital Limited has been appointed as the independent financial adviser to advise the Independent Board Committee and the Independent Shareholders as to whether the revision of the Existing Annual Caps to the Revised Annual Caps is fair and reasonable and in the interests of the Company and the Independent Shareholders as a whole and the Foci Distribution Agreement (including the Foci Annual Caps) and the transactions contemplated thereunder, are on normal commercial terms, in the ordinary and usual course of business of the Group, are fair and reasonable, and in the interest of the Company and the Independent Shareholders as a whole. The Independent

LETTER FROM THE BOARD

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 11:45 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 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 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 27 to 28 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 29 to 67 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) consider that the transactions contemplated under the Relevant Agreements and the Foci Distribution Agreement are on normal commercial terms, in ordinary and usual course of business of the Group, fair and reasonable and in the interests of the Company and the Independent Shareholders as a whole and that each of the proposed Revised Annual Caps and the Foci Annual Caps is fair and reasonable so far as the Company and the Independent Shareholders as a whole are concerned. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM.

LETTER FROM THE BOARD

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 JBM GROUP AND CONTINUING CONNECTED TRANSACTIONS – THE FOCI DISTRIBUTION AGREEMENT

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 (i) the Relevant Agreements (including the Revised Annual Caps) and (ii) the Foci Distribution Agreement (including the Foci Annual Caps), entered into between the Group and the JBM Group and the transactions thereunder. 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 29 to 67 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 (i) the Relevant Agreements (including the Revised Annual Caps) and (ii) the Foci Distribution Agreement (including the Foci Annual Caps), entered into between the Group and the JBM Group and the transactions thereunder. 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 transactions contemplated under the Relevant Agreements and the Foci Distribution Agreement are on

LETTER FROM THE INDEPENDENT BOARD COMMITTEE

normal commercial terms, in the ordinary and usual course of business of the Group, fair and reasonable and in the interests of the Group and the Independent Shareholders as a whole are concerned and that each of the proposed Revised Annual Caps and the Foci Annual Caps is fair and reasonable so far as the Company and the Independent Shareholders as a whole are concerned.

Accordingly, we recommend the Independent Shareholders to vote in favour of the resolutions for approving the (i) revision of the Existing Annual Caps to the Revised Annual Caps and (ii) the Foci Distribution Agreement (including the Foci Annual Caps) and the transactions thereunder.

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,

**REVISION OF ANNUAL CAPS FOR
CONTINUING CONNECTED TRANSACTIONS WITH JBM GROUP;
AND
CONTINUING CONNECTED TRANSACTION – THE FOCI
DISTRIBUTION AGREEMENT**

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 (i) the Relevant Agreements, namely the Ho Chai Kung Distribution Agreement, Li Chung Shing Tong (HK) Distribution Agreement and Li Chung Shing Tong (Singapore) Distribution Agreement and the Revised Annual Caps; and (ii) the Foci Distribution Agreement and the Foci 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 Relevant Agreements were entered into on 1 April 2025 between, inter alia, Dynasty Garden or Tycoon Singapore, each being an indirect wholly-owned subsidiary of the Company, and the respective counterparties which are members of the JBM Group, for the purchase of pharmaceutical products by members of the Group for further distribution. The Existing Annual Caps under the Relevant Agreements for the periods from FY2026 to 3M2028 were disclosed in the announcement of the Company dated 22 May 2025.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

As the transactions with the JBM Group under the Relevant Agreements have developed at a pace faster than originally anticipated, the actual purchase amounts during the initial periods under the Relevant Agreements have considerably exceeded the Existing Annual Caps on an annualised basis. Accordingly, the Company proposes to revise the respective annual caps under the Relevant Agreements for FY2026, FY2027 and 3M2028.

On the other hand, on 12 June 2026, HKPCCH, an indirect non-wholly-owned subsidiary of the JBM Group, and Fu Qing, an indirect wholly-owned subsidiary of the Company, entered into the Foci Distribution Agreement, whereby HKPCCH agreed to appoint Fu Qing as a distributor for exclusive distribution of the Foci Products in Singapore.

As at the Latest Practicable Date, given Jacobson Pharma Corporation Limited is a substantial shareholder of the Company, Mr. Sum Kwong Yip, Derek (“**Mr. Sum**”) is one of the controlling shareholders of Jacobson Pharma Corporation Limited, and JBM Group is an associate of Mr. Sum, JBM Group is a connected person of the Company under Chapter 14A of the Listing Rules.

The highest applicable percentage ratios (as defined under Rule 14.07 of the Listing Rules) in respect of the aggregate proposed annual caps exceed 5%, and, accordingly, the revision of annual caps under the Relevant Agreements and the entering into of the Foci Distribution Agreement are subject to the reporting, announcement, circular 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 advise the Independent Shareholders on whether the terms of the Relevant Agreements (including the Revised Annual Caps) and the Foci Distribution Agreement (including the Foci Annual Caps) and the transactions contemplated thereunder are fair and reasonable, and whether they are in the interest 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 transactions contemplated under the Relevant Agreements (including the Revised Annual Caps) and the Foci Distribution Agreement (including the Foci Annual Caps) at the EGM. JBM Group, Mr. Sum and his associates (including Jacobson Pharma Corporation Limited) 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 Talent Smart Holdings 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

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Relevant Agreements or the Foci Distribution Agreement in the past two years that could reasonably be regarded as relevant to our independence. Apart from the normal professional fees paid or payable to us in connection with our current appointment and the appointment as independent financial adviser as disclosed, no arrangement exists whereby we have received or will receive any fees or benefits from the Company or any party to the transactions, and 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 Relevant Agreements, the Foci Distribution 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 Relevant Agreements and the Foci Distribution 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, the JBM Group or any of their respective subsidiaries, associated companies or connected persons, and the parties involved in the Continuing Connected Transactions.

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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:

1. Information of the Group and the JBM Group

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

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

Total assets	1,170
Total liabilities	625
Total equity	545

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 has continued to develop its presence in Southeast Asian markets. Singapore distribution sales amounted to HK\$69.6 million for FY2025, representing a year-on-year increase of approximately 6.1%. The Group has expressed its intention to further expand into additional Southeast Asian countries in 2026, with Southeast Asia expected to serve as a key growth engine for the Group.

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In this regard, the Group maintains a long-term partnership with the JBM Group, whose renowned brands (including Li Chung Shing Tong Po Chai Pills (李眾勝堂保濟丸), Ho Chai Kung (何濟公), and Flying Eagle Wood Lok Medicated Oil (飛鷹活絡油)) are renowned in the PRC, Hong Kong and Southeast Asia. Notably, the Group has been granted the exclusive agency rights in Singapore for Li Chung Shing Tong Po Chai Pills and Europharm SG Products.

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.

Given the products to be distributed under the Relevant Agreements and the Foci Distribution 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

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

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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 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

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

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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 the JBM Group

JBM is a company incorporated in Hong Kong and listed on the Main Board of the Stock Exchange (Stock Code: 2161). JBM Group is principally engaged in manufacturing and marketing of pharmaceutical products, including PCM products, in Hong Kong and other markets. The JBM Group's brand portfolio includes several well-established century-old brands including Li Chung Shing Tong Po Chai Pills (李眾勝堂保濟丸), Ho Chai Kung (何濟公), and Flying Eagle Wood Lok Medicated Oil (飛鷹活絡油).

According to the annual report of JBM for the year ended 31 March 2025 (the “**JBM 2025 Annual Report**”), it recorded consolidated revenue of approximately HK\$782.3 million for the year ended 31 March 2025, as compared to approximately HK\$648.4 million for the year ended 31 March 2024. Amongst the revenue recorded for the year ended 31 March 2025, PCM accounted for the majority part and amounted to approximately HK\$405.4 million. As further stated in the JBM 2025 Annual Report, its significant increase in consolidated profit attributable to equity shareholders for the year ended 31 March 2025 was primarily driven by the strong sales performance of the JBM Group's key brands – most notably Ho Chai Kung (何濟公) in the branded medicines segment, and Po Chai Pills (保濟丸) and Flying Eagle Wood Lok Oil (飛鷹活絡油) in the PCM segment. Meanwhile, as further stated in the interim report of JBM for the six months ended 30 September 2025, the growth during the six months was driven by strong sales of core brands, notably Ho Chai Kung (何濟公) in the branded medicines segment and Po Chai Pills (保濟丸) in the PCM segment.

2. Reasons for and benefit of the proposed Revised Annual Caps and the entering into of the Foci Distribution Agreement

As stated in the Letter from the Board, the entering into of the Foci Distribution Agreement will further expand the Group's portfolio of PCM products. The Directors consider that a long term and steady relationship with the Group's suppliers is of significant importance to the Group as it enables stability in the supply to the Group which in turn avoids any unnecessary disruption to the Group's business and guarantees a smooth operation of the Group. The entering into of the Distribution

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Agreements and the Foci Distribution Agreement promotes the stable business relationship between the JBM Group and the Group and secures the exclusive distribution of certain major products in century-old brands such as Ho Chai Kung (何濟公) and Po Chai Pills (保濟丸), which have demonstrated strong historical sales performance.

The Group, together with the JBM Group, have reviewed and evaluated the continuing connected transactions under the Distribution Agreements and anticipates that the actual transaction amounts under certain Distribution Agreements, namely the Relevant Agreements, will exceed their respective previous projections to the effect that the Existing Annual Caps for such transactions under the Relevant Agreements 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. The proposed revision of the Existing Annual Caps will facilitate the Group to maintain stable sale of the relevant Products, thereby allowing the Group to continue to grow its business operation.

Our view

We noted that Foci is a company with limited liability incorporated in the PRC and the issued shares of which are listed on the Shenzhen Stock Exchange (stock code: 2644.SZ) and according to the annual report of Foci for the year ended 31 December 2025, Foci and its subsidiaries (the “**Foci Group**”) operated in the traditional Chinese medicine manufacturing industry, and its main businesses included the research, development, production and sales of traditional Chinese medicine preparations, the planting and sales of Chinese medicinal herbs, the processing and sales of prepared slices of Chinese medicinal herbs, and the research, development, production and sales of health products. The Foci Group held 439 drug production approvals. The Foci Group recorded revenue of approximately RMB915.52 million, with over 99% of which were related to pharmaceuticals, and that mainly represented traditional Chinese medicine, medicinal herbs and protective equipment. We concur with the management of the Company that the entering into the Foci Distribution Agreement will further expand the Group’s portfolio of PCM products.

On the other hand, based on the actual transactions between the Group and the JBM Group under the Relevant Agreements, the annualised transaction amounts under the Relevant Agreements based on the actual transactions thereunder for the three months ended 31 March 2026 will exceed 100% of the relevant Existing Annual Cap for the year ending 31 December 2026. As a result, we concur with the management of the Company that the proposed revision of the Existing Annual Caps will facilitate the Group to maintain stable sale of the relevant Products, which are fair, reasonable, and in the interests of the Company and its shareholders as a whole.

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3. Principal terms of the Relevant Agreements and the Foci Distribution Agreement

Set out below are the principal terms of the Relevant Agreements as extracted from the announcement of the Company dated 22 May 2025:

3.1 *Ho Chai Kung Distribution Agreement*

Date of agreement	1 April 2025
Parties	(a) Ho Chai Kung, an indirect wholly-owned subsidiary of the JBM Group, as supplier; and (b) Dynasty Garden, an indirect wholly-owned subsidiary of the Company, as distributor.
Term	Commencing on 1 April 2025 and ending on 31 March 2028
Nature of transactions	Ho Chai Kung agreed to appoint Dynasty Garden as a distributor for exclusive distribution of the Ho Chai Kung Products through certain key-chain retailers specified in the agreement in Hong Kong and all brick-and-mortar distribution channels in Macau and on cross-border e-commerce platforms in the PRC, subject to Dynasty Garden obtaining all relevant licence and/or approval of the relevant regulatory authorities. 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 Ho Chai Kung Products in Hong Kong and Macau.
Payment terms	A credit period of 90 days (from the invoice date) would be given.

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Pricing policy

Pursuant to Ho Chai Kung Distribution Agreement, the prices, quantities and detailed terms with respect to the Ho Chai Kung 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. Prices and terms (including the payment terms) of Ho Chai Kung Products shall be no less favourable to the Group than prices and terms (including the payment terms) of sale of such products by Ho Chai Kung to its other independent customers (to the extent comparable is available for comparison purpose).

As the exclusive distribution rights of such Ho Chai Kung Products through certain key-chain retailers specified in the agreement in Hong Kong and all brick-and-mortar distribution channels in Macau and on cross-border e-commerce platforms in the PRC have been granted to the Group, no third party sales from Ho Chai Kung will be available to the Group for comparison purpose.

As such, to ensure that each purchase transaction of Ho Chai Kung Products under the Ho Chai Kung Distribution 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 of not less than 12%, 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) offered by Ho Chai Kung. The pricing of Ho Chai Kung Products will principally be on a cost-plus basis.

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Pricing Policy and Other Terms

We have considered the pricing policy under the Ho Chai Kung Distribution Agreement and note the following:

- (i) The pricing of Ho Chai Kung Products is on a cost-plus basis with the Group required to achieve a minimum gross profit margin of not less than 12%. We have randomly selected a Ho Chai Kung Product, obtained and reviewed the record of the first sales transaction of such Ho Chai Kung Product in June 2025, September 2025 and December 2025, and noted that the gross profit margins of the reviewed transactions are not lower than 12%. Given that the relevant transactions were selected based on criteria set by us, there are only two major Ho Chai Kung Products, JBM Group only became connected persons of the Group in May 2025 and the transactions spread over different months in 2025, we considered that the transactions reviewed are fair and representative;
- (ii) Given that exclusive distribution rights have been granted to Dynasty Garden by Ho Chai Kung, there are no third-party sales of Ho Chai Kung Products available for direct price comparison. However, we note that the products are unique products that are not readily available from other suppliers, making them non-fungible with other independent-sourced pharmaceutical products. Nevertheless, 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 Relevant Agreements) 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 under the pricing policy of the agreement falls within the range of the Top 20 Independent Product Margin. Given that such list is selected based on the sales amount and has excluded the products under the Relevant Agreements, and has included products from different suppliers covering different product types, we considered such list to be fair and representative;
- (iii) We have further obtained and reviewed the first invoices issued under the Ho Chai Kung Distribution Agreement for July 2025, September 2025 and October 2025, and noted that the settlement terms under these invoices were consistent with the terms under the agreement. We have also obtained and reviewed an invoice of an independent supplier of the Group for July 2025, September 2025 and October 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 invoice reviewed.

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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; and

We had further discussed with the management of the Company, and are given to understand that the Company has taken into account various factors in determining the relevant minimum gross profit margin requirement including, but not limited to, the brand name, transaction volume, sales tax, the presence of the Group in the relevant market. We noted that, according to the website of the Kong Brand Development Council³, Ho Chai Kung brand has established for 60 years and was awarded Hong Kong Top Brand in 2023. Meanwhile, based on the information as set out in the 2025 Annual Report, the transaction volume with JBM Group exceeded HK\$150 million for FY2025. Taking into account the aforesaid, we concur with the view of the management of the Company that it is reasonable to set the minimum gross profit margin requirement for Ho Chai Kung to a level below the average gross profit margin level of the Group. On the other hand, as stated in the 2025 Annual Report, 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, we concur with the view of the management of the Company that the addition or exclusion of a few products will have no material impact to the selling and distribution expenses of the Group. Meanwhile, as stated in the JBM 2025 Annual Report, the JBM Group had taken marketing efforts to promote the Ho Chai Kung brand and the brand elevated its profile by sponsoring hit TV programs “Blossoms Shanghai” and “Midlife, Sing & Shine! 3”, supported by a dynamic multi-channel campaign. Taking into account that the Group has been working to deepen its overseas presence, we concur with the view of the Company that long-established brands and with multi-channel campaign will help the Group in strengthening its overseas presences. Further, given that the JBM Group has devoted a considerable amount of resources in the marketing of Ho Chai Kung brand and further taking into account the market recognition of the Ho Chai Kung brand, we concur with the view of the Company that the current pricing policy is fair and reasonable.

Given that the documents reviewed were related to the terms of the existing Ho Chai Kung Distribution 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. Further, we noted that at the time of the entering into the existing Ho Chai Kung Distribution Agreement, Ho Chai Kung was not a connected person of the Company, and, since the JBM Group become a connected person of the Company, there has been no supplemental agreement to amend any terms of the existing Ho Chai Kung Distribution Agreement to

³ <https://www.hkbrand.org/en/gallery/1/brand/503?page=3&activePage=2>

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favour Ho Chai Kung. Taking into account the above, we consider the principal terms of the Ho Chai Kung Distribution Agreement are on normal commercial terms or better to the Group, fair and reasonable and in the interest of the Company and its Shareholders as a whole.

3.2 *Li Chung Shing Tong (HK) Distribution Agreement*

Date of agreement	1 April 2025
Parties	(a) Li Chung Shing Tong (HK), an indirect non-wholly-owned subsidiary of the JBM Group, as supplier; and (b) Dynasty Garden, an indirect wholly-owned subsidiary of the Company, as distributor.
Term	Commencing on 1 April 2025 and ending on 31 March 2028
Nature of transactions	Li Chung Shing Tong (HK) agreed to appoint Dynasty Garden as a distributor for exclusive distribution of Po Chai Pills (HK) through certain key-chain retailers specified in the agreement in Hong Kong and Macau and on cross-border e-commerce platforms in the PRC, subject to Dynasty Garden obtaining all relevant licence and/or approval of the relevant regulatory authorities. 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 Po Chai Pills (HK) in Hong Kong and Macau.
Payment terms	A credit period of 90 days (from the invoice date) would be given.

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Pricing policy

Pursuant to Li Chung Shing Tong (HK) Distribution Agreement, the prices, quantities and detailed terms with respect to Po Chai Pills (HK) 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. Prices and terms (including the payment terms) of Po Chai Pills (HK) shall be no less favourable to the Group than prices and terms (including the payment terms) of sale of such products by Li Chung Shing Tong (HK) to its other independent customers (to the extent comparable is available for comparison purpose).

As the exclusive distribution rights of such Po Chai Pills (HK) through certain key-chain retailers specified in the agreement in Hong Kong and Macau and on cross-border e-commerce platforms in the PRC have been granted to the Group, no third party sales from Li Chung Shing Tong (HK) will be available to the Group for comparison purpose. As such, to ensure that each purchase transaction of Po Chai Pills (HK) under the Li Chung Shing Tong (HK) Distribution 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 of not less than 15%, 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) offered by Li Chung Shing Tong (HK). The pricing of Po Chai Pills (HK) will principally be on a cost-plus basis.

Pricing Policy and Other Terms

We have considered the pricing policy under the Li Chung Shing Tong (HK) Distribution Agreement and note the following:

- (i) The pricing of Po Chai Pills under the Li Chung Shing Tong (HK) Distribution Agreement is on a cost-plus basis with a minimum gross profit margin requirement of not less than 15%. We have

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obtained and reviewed the record of the first sales transaction of Po Chai Pills (HK) in June 2025, September 2025 and December 2025, and noted that the gross profit margins of the reviewed transactions are not lower than 15%. Given that the relevant transactions were selected based on criteria set by us, JBM Group only became connected persons of the Group in May 2025 and the transactions spread over different months in 2025, we considered that the transactions reviewed are fair and representative;

- (ii) Po Chai Pills is a unique traditional Chinese medicine renowned for its small, spherical form that ensures rapid absorption and provides effective relief from digestive issues. Given the unique nature of Po Chai Pills, the Group does not sell similar products from independent suppliers, and accordingly there are no comparable independent transactions available for direct price comparison. Nevertheless, we have obtained and reviewed the Top 20 Independent Product Margin, we noted that the gross profit margin under the pricing policy of the agreement falls within the range of the Top 20 Independent Product Margin. Given that such list is selected based on the sales amount and has excluded the products under the Relevant Agreements, and has included products from different suppliers covering different product types, we considered such list to be fair and representative;
- (iii) We have further obtained and reviewed the first invoices issued under the Li Chung Shing Tong (HK) Distribution Agreement for purchases in July 2025, September 2025 and October 2025, and noted that the settlement terms under these invoices was consistent with the terms under the agreement. We have also obtained and reviewed an invoice of an independent supplier of the Group for July 2025, September 2025 and October 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 invoice 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; and
- (iv) We had further discussed with the management of the Company, and are given to understand that the Company has taken into account various factors in determining the relevant minimum gross profit margin requirement including, but not limited to, the brand name, transaction volume, sales tax, the presence of the Group in the relevant market. We noted that, according to the application proof of JPJ (TCM) Limited posted on the Stock Exchange on 17 July 2026 (the “**JPJ Document**”) in relation to the listing application of JPJ (TCM) Limited (a member of the JBM Group), Po Chai Pills has a history of over 130 years and ranked first in

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the gastrointestinal PCM market in Hong Kong. Meanwhile, based on the information as set out in the 2025 Annual Report, the transaction volume with JBM Group exceeded HK\$150 million for FY2025. Taking into account the aforesaid, we concur with the view of the management of the Company that it is reasonable to set the minimum gross profit margin requirement for Po Chai Pills (HK) to a level below the average gross profit margin level of the Group. On the other hand, as stated in the 2025 Annual Report, 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, we concur with the view of the management of the Company that the addition or exclusion of a few products will have no material impact to the selling and distribution expenses of the Group. Meanwhile, as stated in the JPJ Document, advertising campaigns of Po Chai Pills featuring celebrity endorsers (namely Louis Koo, Tony Wu and Bonnie Wong) has been launched. Further, as stated in the JBM 2025 Annual Report, Po Chai Pills continued to strengthen its brand equity through a sustained and multifaceted campaign. Key initiatives included TV commercials featuring brand ambassador Ivana Wong and the brand's iconic jingle, a special segment on TVB's "Pop Lifestyle Guide", and strategic sponsorships such as the Xuelong 2 icebreaker's visit to Hong Kong. Taking into account that the Group has been working to deepen its overseas presence, we concur with the view of the Company that long-established brands and with multi-channel campaign will help the Group in strengthening its overseas presences. Further, given that the JBM Group has devoted a considerable amount of resources in the marketing of Po Chai Pills brand and further taking into account that the Group has established a considerable presence in Hong Kong market while Po Chai Pills ranked first in the gastrointestinal PCM market in Hong Kong, we concur with the view of the Company that the current pricing policy is fair and reasonable.

Given that the documents reviewed were related to the terms of the existing Li Chung Shing Tong (HK) Distribution 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. Further, we noted that at the time of the entering into the existing Li Chung Shing Tong (HK) Distribution Agreement, Li Chung Shing Tong (HK) was not a connected person of the Company, and, since the JBM Group become a connected person of the Company, there has been no supplemental agreement to amend any terms of the existing Li Chung Shing Tong (HK) Distribution Agreement to favour Li Chung Shing Tong (HK). Taking into account the above, we consider the principal terms

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of the Li Chung Shing Tong (HK) Distribution Agreement are on normal commercial terms or better to the Group, fair and reasonable and in the interest of the Company and its Shareholders as a whole.

3.3 Li Chung Shing Tong (Singapore) Distribution Agreement

Date of agreement	1 April 2025
Parties	(a) Li Chung Shing Tong (Singapore), an indirect wholly-owned subsidiary of the JBM Group, as supplier; and (b) Tycoon Singapore, an indirect wholly-owned subsidiary of the Company, as distributor.
Term	Commencing on 1 April 2025 and ending on 31 March 2028
Nature of transactions	Li Chung Shing Tong (Singapore) agreed to appoint Tycoon Singapore as a distributor for exclusive distribution of Po Chai Pills (SG) through certain key-chain retailers specified in the agreement (including their online stores) in Singapore, subject to Tycoon Singapore obtaining all relevant licence and/or approval of the relevant regulatory authorities. Tycoon Singapore 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 Po Chai Pills (SG) in Singapore.
Payment terms	A credit period of 90 days (from the invoice date) would be given.

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Pricing policy

Pursuant to Li Chung Shing Tong (Singapore) Distribution Agreement, the prices, quantities and detailed terms with respect to Po Chai Pills (SG) 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. Prices and terms (including the payment terms) of Po Chai Pills (SG) shall be no less favourable to the Group than prices and terms (including the payment terms) of sale of such products by Li Chung Shing Tong (Singapore) to its other independent customers (to the extent comparable is available for comparison purpose).

As the exclusive distribution rights of such Po Chai Pills (SG) through certain key-chain retailers specified in the agreement (including their online stores) in Singapore have been granted to the Group, no third party sales from Li Chung Shing Tong (Singapore) will be available to the Group for comparison purpose.

As such, to ensure that each purchase transaction of Po Chai Pills (SG) under the Li Chung Shing Tong (Singapore) Distribution 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 of not less than 10%, 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) offered by Li Chung Shing Tong (Singapore). The pricing of Po Chai Pills (SG) will principally be on a cost-plus basis.

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Pricing Policy and Other Terms

We have considered the pricing policy under the Li Chung Shing Tong (Singapore) Agreement and note the following:

- (i) The pricing of Po Chai Pills under the Li Chung Shing Tong (Singapore) Distribution Agreement is on a cost-plus basis with a minimum gross profit margin requirement of not less than 10%. We have obtained and reviewed the record of the first sales transaction of Po Chai Pills to Singapore customers in June 2025, September 2025 and December 2025, and noted that the gross profit margins of the reviewed transactions are not lower than 10%. Given that the relevant transactions were selected based on criteria set by us, JBM Group only became connected persons of the Group in May 2025 and the transactions spread over different months in 2025, we considered that the transactions reviewed are fair and representative;
- (ii) Po Chai Pills is a unique traditional Chinese medicine renowned for its small, spherical form that ensures rapid absorption and provides effective relief from digestive issues. Given the unique nature of Po Chai Pills, the Group does not sell similar products from independent suppliers, and accordingly there are no comparable independent transactions available for direct price comparison. Nevertheless, we have obtained and reviewed the Top 20 Independent Product Margin, we noted that the gross profit margin under the pricing policy of the agreement falls within the range of the Top 20 Independent Product Margin. Given that such list is selected based on the sales amount and has excluded the products under the Relevant Agreements, and has included products from different suppliers covering different product types, we considered such list to be fair and representative;
- (iii) We have further obtained and reviewed the first invoices issued under the Li Chung Shing Tong (Singapore) Distribution Agreement for purchases in July 2025, September 2025 and October 2025, and noted that the settlement terms under these invoices was consistent with the terms under the agreement. We have also obtained and reviewed an invoice of an independent supplier of the Group for July 2025, September 2025 and October 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 invoice 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; and

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- (iv) We had further discussed with the management of the Company, and are given to understand that the Company has taken into account various factors in determining the relevant minimum gross profit margin requirement including, but not limited to, the brand name, transaction volume, sales tax, the presence of the Group in the relevant market. We noted that, according to the JPJ Document, Po Chai Pills has a history of over 130 years and ranked first in the gastrointestinal PCM market in Singapore. Meanwhile, based on the information as set out in the 2025 Annual Report, the transaction volume with JBM Group exceeded HK\$150 million for FY2025. Taking into account the aforesaid, we concur with the view of the management of the Company that it is reasonable to set the minimum gross profit margin requirement for Po Chai Pills (Singapore) to a level below the average gross profit margin level of the Group. On the other hand, as stated in the 2025 Annual Report, 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, we concur with the view of the management of the Company that the addition or exclusion of a few products will have no material impact to the selling and distribution expenses of the Group. Meanwhile, as stated in the JPJ Document, advertising campaigns of Po Chai Pills featuring celebrity endorsers (namely Louis Koo, Tony Wu and Bonnie Wong) has been launched. Further, as stated in the JBM 2025 Annual Report, Po Chai Pills continued to strengthen its brand equity through a sustained and multifaceted campaign. Key initiatives included TV commercials featuring brand ambassador Ivana Wong and the brand's iconic jingle, a special segment on TVB's "Pop Lifestyle Guide", and strategic sponsorships such as the Xuelong 2 icebreaker's visit to Hong Kong. Taking into account that the Group has been working to deepen its overseas presence, we concur with the view of the Company that long-established brands and with multi-channel campaign will help the Group in strengthening its overseas presences. Further, given that the JBM Group has devoted a considerable amount of resources in the marketing of Po Chai Pills brand, further taking into account the 9% goods and services tax in Singapore and the fact that the Group has yet to establish a strong presence in the Singapore market while Po Chai Pills ranked first in the gastrointestinal PCM market in Singapore, we concur with the view of the Company that the current pricing policy is fair and reasonable.

Given that the documents reviewed were related to the terms of the existing Li Chung Shing Tong (Singapore) Distribution 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. Further, we noted that at the

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time of the entering into the existing Li Chung Shing Tong (Singapore) Distribution Agreement, Li Chung Shing Tong (Singapore) was not a connected person of the Company, and, since the JBM Group become a connected person of the Company, there has been no supplemental agreement to amend any terms of the existing Li Chung Shing Tong (Singapore) Distribution Agreement to favour Li Chung Shing Tong (Singapore). Taking into account the above, we consider the principal terms of the Li Chung Shing Tong (Singapore) Distribution Agreement are on normal commercial terms or better to the Group, fair and reasonable and in the interest of the Company and its Shareholders as a whole.

3.4 Foci Distribution Agreement

Date of agreement	12 June 2026
Parties	(a) HKPCCH, an indirect non-wholly-owned subsidiary of the JBM Group, as supplier; and (b) Fu Qing, an indirect wholly-owned subsidiary of the Company, as distributor.
Term	Commencing on 12 June 2026 and ending on 11 June 2029
Nature of transactions	HKPCCH agreed to appoint Fu Qing as a distributor for exclusive distribution of the Foci Products in Singapore, subject to Fu Qing obtaining all relevant licence and/or approval of the relevant regulatory authorities. Fu Qing 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 Foci Products in Singapore. The Foci Products comprise a range of PCM manufactured by Foci, covering the following principal categories:

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- (i) Tonifying and nourishing products (補益類), which are formulated to replenish deficiencies in Qi, blood, Yin or Yang so as to boost vitality and immunity, including Shi Quan Da Bu Wan (十全大補丸), Liu Wei Di Huang Wan (六味地黃丸), Jin Gui Shen Qi Wan (金匱腎氣丸) and Bu Zhong Yi Qi Wan (補中益氣丸);
- (ii) gastrointestinal and spleen-regulating products (脾胃調理類), which are used to regulate digestion, strengthen the spleen and harmonise the stomach, including Xiang Sha Liu Jun Wan (香砂六君丸), Xiang Sha Yang Wei Wan (香砂養胃丸) and Jian Pi Wan (健脾丸);
- (iii) respiratory and phlegm-resolving products (宣肺化痰類), which are used to clear heat from the lungs, resolve phlegm and relieve coughing or respiratory discomfort, including Er Chen Wan (二陳丸), Qing Qi Hua Tan Wan (清氣化痰丸) and Bai He Gu Jin Wan (百合固金丸);
- (iv) products for emotional wellbeing and women's health (疏肝婦科類), which are used to soothe the liver, regulate Qi, ease emotional stress and support women's health, including Hsiao Yao Wan (逍遙丸), Fu Ke Yang Ying Wan (婦科養榮丸) and Nu Ke Ba Zhen Wan (女科八珍丸);
- (v) cardiovascular and microcirculation products (活血化癥類), which are used to promote blood circulation and remove blood stasis, particularly for chest or heart comfort, including Fu Fang Dan Shen Pian (複方丹參片); and
- (vi) heat-clearing and detoxifying products (清熱祛濕類), which are used to dispel pathogenic wind-heat (such as common cold symptoms) or clear damp-heat from specific organs, including Yin Qiao Jie Du Pian (銀翹解毒片), Long Dan Xie Gan Wan (龍膽瀉肝丸) and Huo Xiang Zheng Qi Wan (藿香正氣丸).

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Fu Qing shall commit to an annual purchase target in each corresponding period as set out below and shall purchase at least 70% of the annual purchase target during each 12-months' period ("**Minimum Purchase**") during the term of the Foci Distribution Agreement, or alternatively pay the shortfall amount in cash to make good the Minimum Purchase in case Fu Qing's purchase during the relevant period is less than the Minimum Purchase for such period within 2 months after the end of the relevant period. Failure to meet this minimum purchase obligation shall entitle HKPCCH to unilaterally terminate the Foci Distribution Agreement immediately by written notice.

Pursuant to the Foci Distribution Agreement, Fu Qing shall commit to an annual purchase target of HK\$2 million, HK\$3 million and HK\$3 million for each twelve months' period commencing from 12 June 2026 respectively (the "**Annual Purchase Target**").

Payment terms

A credit period of 90 days (from the invoice date) would be given.

Pricing policy

Pursuant to Foci Distribution Agreement, the prices, quantities and detailed terms with respect to Foci 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. Prices and terms (including the payment terms) of the Foci Products shall be no less favourable to the Group than prices and terms (including the payment terms) of sale of such products by HKPCCH to its other independent customers (to the extent comparable is available for comparison purpose).

As the exclusive distribution rights of such Foci Products in Singapore have been granted to the Group, no third party sales from HKPCCH will be available to the Group for comparison purpose.

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As such, to ensure that each purchase transaction of the Foci Products under the Foci Distribution 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 of not less than 20%, the Head of the Procurement Team of the Group will also consider other commercial terms in the procurement. The pricing of the Foci Products will principally be on a cost-plus basis.

The cost-plus pricing referred to above refers to the purchase price of the Foci Products that the Group is paying HKPCCH for the purchase of such products rather than the selling price at which the Group on-sells the Foci Products to its customers in Singapore. While the Foci Products will be sourced from HKPCCH at a cost-plus model, the Group, in determining the selling price of such products, will on average, build in a mark-up so as to ensure that a gross profit margin of not less than 20% will be enjoyed by the Group upon its on-sale of the Foci Products to its customers in Singapore.

In respect of the Annual Purchase Target, we noted that as stated in the Letter from the Board, the Group had not made any purchase from HKPCCH prior to the Latest Practicable Date. As further advised by the management of the Company, the historical sales of HKPCCH to the former distributors (the “**Prior Foci Purchase**”) were at similar level to that of the Annual Purchase Target for the first 12 months’ period of the Foci Distribution Agreement. On the other hand, the Annual Purchase Target for the second and third twelve-month period represented a growth of 50% as compared to the first twelve-month period. We noted that, according to the article “Singapore’s GDP Grew by 4.6 Per Cent in the First Quarter of 2026” published by the Ministry of Trade and Industry of Singapore on 14 April 2026⁴ (the “**SG GDP Article**”), according to the advance estimates, the Singapore economy grew by 4.6 per cent on a year-on-year basis in the first quarter. Meanwhile, taking into account that the Group had not made any purchase from HKPCCH prior to the Latest Practicable Date, the largest Annual Purchase Amount was relatively small at HK\$3 million, representing no more than 0.3% of the revenue of the Group for FY2025, the distributing network and

⁴ <https://www.mti.gov.sg/newsroom/singapore-s-gdp-grew-by-4-6-per-cent-in-the-first-quarter-of-2026/>

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marketing ability of the Group and the product portfolio of the Foci Product (being over 15 products under six different categories), although the growth of the Annual Purchase Target for the second twelve-month period is 50%, the actual increase in Annual Purchase Target is merely HK\$1 million, being less than 0.1% of the revenue of the Group for FY2025, we considered that the Annual Purchase Target of the second and third twelve-month period is not unreasonable. Further, given the fact that, in case the performance of the Foci Products is unfavourable to the extent that the Minimum Purchase cannot be met, if the Group decided not to meet the Minimum Purchase and pay the shortfall amount in cash to make good the Minimum Purchase, the HKPCCH may unilaterally terminate the Foci Distribution Agreement immediately by written notice, and the Group shall not suffer any financial loss as a result of the termination of the relevant distribution agreement, we consider that Annual Purchase Target and the Minimum Purchase are fair and reasonable.

Pricing Policy and Other Terms

We have considered the pricing policy under the Foci Distribution Agreement and note the following:

- (i) The pricing of Foci Products under the Foci Distribution Agreement is on a cost-plus basis with a minimum gross profit margin requirement of not less than 20%. We further noted that as further stated in the Letter from the Board, the Group had not made any purchase from HKPCCH prior to the Latest Practicable Date;
- (ii) Foci Products are certain products manufactured by Foci, which are mainly traditional PCM. As stated above, the Group had not made any purchase from HKPCCH prior to the Latest Practicable Date, and accordingly there are no comparable independent transactions available for direct price comparison. Nevertheless, we have obtained and reviewed the Top 20 Independent Product Margin, we noted that the gross profit margin under the pricing policy of the agreement falls within the range of the Top 20 Independent Product Margin. 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 that are not related to the Relevant Agreements, we consider that the list serves as a reasonable reference benchmark. Accordingly, we are of the view that the current pricing policy regarding the minimum gross profit margin requirement of not less than 20% is fair and reasonable to the Company and its shareholders as a whole;

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- (iii) We have also obtained and reviewed an invoice of an independent supplier of the Group for purchases in July 2025, September 2025 and October 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 invoice reviewed; and
- (iv) We had further discussed with the management of the Company, and are given to understand that the Company has taken into account various factors in determining the relevant minimum gross profit margin requirement including, but not limited to, the brand name, transaction volume, sales tax, the presence of the Group in the relevant market. We noted that, according to the annual report of Foci for the year ended 31 December 2025, the Foci Group recorded revenue of approximately RMB915.52 million, with over 99% of which were related to pharmaceuticals, and that mainly represented traditional Chinese medicine, medicinal herbs and protective equipment. Taking into account the aforesaid, we concur with the view of the management of the Company that it is reasonable to set the minimum gross profit margin requirement for Foci Products to a level slightly below the average gross profit margin level of the Group taking into account the scale of the Foci Group. On the other hand, as stated in the 2025 Annual Report, 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, we concur with the view of the management of the Company that the addition or exclusion of a few products will have no material impact to the selling and distribution expenses of the Group. Taking into account that the Group has been working to deepen its overseas presence, we concur with the view of the Company that the distribution of established products from the PRC will help the Group in strengthening its overseas presences. Further taking into account the 9% goods and services tax in Singapore and the fact that the Group has yet to establish a strong presence in the Singapore market, we concur with the view of the Company that the current pricing policy is fair and reasonable.

Taking into account the reasonableness of the Annual Purchase Target as further stated under the section headed “4. The proposed Revised Annual Caps and the Foci Annual Caps” below, the expected gross profit margin of no less than 20%, and further taking into account the above (including our analysis regarding the Annual Purchase Target and Minimum Purchase), we consider the principal terms of the Foci Distribution Agreement are on normal commercial terms or better to the Group, fair and reasonable and in the interest of the Company and its Shareholders as a whole.

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4. The proposed Revised Annual Caps and the Foci Annual Caps

(a) Existing Annual Caps and historical transaction amounts

Set out below are the existing annual caps for each of the three Relevant Agreements for (i) the eight months ended 31 December 2025 (“**8M2025**”), year ending 31 December 2026 (“**FY2026**”), year ending 31 December 2027 (“**FY2027**”) and three months ending 31 March 2028 (“**3M2028**”), together with the historical purchase amounts for the four months ended 30 April 2025 (“**4M2025**”) and 8M2025:

Ho Chai Kung Distribution Agreement

	4M2025 <i>HK\$'000</i>	8M2025 <i>HK\$'000</i>	FY2026 <i>HK\$'000</i>	FY2027 <i>HK\$'000</i>	3M2028 <i>HK\$'000</i>
Existing Annual Cap	Not applicable	97,991	174,000	208,800	62,600
Actual purchase amount	46,972	97,031	102,049 (up to 30 June 2026)	Not applicable	Not applicable
Utilisation rate	Not applicable	99.0%	117.3% (Note)	Not applicable	Not applicable

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

Li Chung Shing Tong (HK) Distribution Agreement

	4M2025 <i>HK\$'000</i>	8M2025 <i>HK\$'000</i>	FY2026 <i>HK\$'000</i>	FY2027 <i>HK\$'000</i>	3M2028 <i>HK\$'000</i>
Existing Annual Cap	Not applicable	48,740	87,700	105,200	31,600
Actual purchase amount	22,112	48,048	44,398 (up to 30 June 2026)	Not applicable	Not applicable
Utilisation rate	Not applicable	98.6%	101.2% (Note)	Not applicable	Not applicable

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

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Li Chung Shing Tong (Singapore) Distribution Agreement

	4M2025 <i>HK\$'000</i>	8M2025 <i>HK\$'000</i>	FY2026 <i>HK\$'000</i>	FY2027 <i>HK\$'000</i>	3M2028 <i>HK\$'000</i>
Existing Annual Cap	Not applicable	5,938	8,800	10,600	3,200
Actual purchase amount	1,432	5,727	7,511 (up to 30 June 2026)	Not applicable	Not applicable
Utilisation rate	Not applicable	96.4%	170.7% (Note)	Not applicable	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 8M2025 period under all three Relevant Agreements were very high and over 95%, and the utilisation rates for 2026H1 (calculated based on the annualised amount based on the actual transaction amount for 2026H1, and the Existing Annual Caps for FY2026) under all three Relevant Agreements exceeded 100%. As a result, we concur with the management of the Company that there is a genuine need to revise the annual caps under the Relevant Agreements.

(c) Our view on the proposed Revised Annual Caps and the Foci Annual Caps

The proposed Revised Annual Caps under each of the three Relevant Agreements, together with the actual transaction amount for the 2026H1 are further set out below:

Ho Chai Kung Distribution Agreement

	2026H1 <i>HK\$'000</i>	FY2026 <i>HK\$'000</i>	FY2027 <i>HK\$'000</i>	3M2028 <i>HK\$'000</i>
Proposed Revised Annual Cap	Not applicable	200,000	230,000	66,000
Actual purchase amount	102,049	Not applicable	Not applicable	Not applicable

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Li Chung Shing Tong (HK) Distribution Agreement

	2026H1	FY2026	FY2027	3M2028
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Proposed Revised Annual Cap	Not applicable	121,000	139,000	40,000
Actual purchase amount	44,398	Not applicable	Not applicable	Not applicable

Li Chung Shing Tong (Singapore) Distribution Agreement

	2026H1	FY2026	FY2027	3M2028
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Proposed Revised Annual Cap	Not applicable	21,000	22,000	6,000
Actual purchase amount	7,511	Not applicable	Not applicable	Not applicable

As stated in the Letter from the Board, the Group had not made any purchase from HKPCCCH prior to the Latest Practicable Date. Set out below is a summary of the Foci Annual Caps:

	2026H2	FY2027	FY2028	6M2029
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Proposed Foci Annual Cap	1,000	2,500	3,000	1,500

We have considered the Revised Annual Caps and the Foci Annual Caps and set out our views below:

The Relevant Agreements

As stated in the Letter from the Board, the Revised Annual Caps have been determined with reference to (i) the historical transaction amounts under the Relevant Agreements; and (ii) the expected sales and purchase volumes for the remaining term, details of which are set out below:

(i) Historical transaction amounts

For the six months ended 30 June 2026, the historical transaction amounts under the Ho Chai Kung Distribution Agreement, the Li Chung Shing Tong (HK) Distribution Agreement and the Li Chung Shing Tong (Singapore) Distribution Agreement amounted to approximately HK\$102.0 million, HK\$44.4 million and HK\$7.5 million respectively. On an annualised basis, such run-rates of approximately HK\$204.0

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million, HK\$88.8 million and HK\$15.0 million respectively would exceed the respective Existing Annual Caps of approximately HK\$174.0 million, HK\$87.7 million and HK\$8.8 million for FY2026.

(ii) Expected sales and purchase volumes for the remaining term

The expected purchase volume for the remaining term of the Relevant Agreements were estimated and negotiated by the Group's procurement team together with the sales team of the relevant supplier in the first half of FY2026 and by then, the Group realised that the Existing Annual Caps may not be sufficient to procure the estimated purchase amount according to the Group's procurement plan taking into account the marketing campaigns of the products under the Relevant Agreements. Having regard to, among other things, the growing demand for the relevant products and the sales performance recorded in the first half of 2026, the marketing campaigns of the products under the Relevant Agreements and the reasonable buffer, the Directors expect that the purchases to be made under the Ho Chai Kung Distribution Agreement, the Li Chung Shing Tong (HK) Distribution Agreement and the Li Chung Shing Tong (Singapore) Distribution Agreement for the second half of 2026 will amount to over HK\$95.0 million, HK\$70.0 million and HK\$10.0 million respectively. On this basis, the estimated aggregate purchases for the full year of FY2026 under the aforesaid agreements would amount to approximately HK\$197.0 million, HK\$114.4 million and HK\$17.5 million respectively, which would exceed the respective Existing Annual Caps.

In light of this, and after taking into account a reasonable buffer of approximately 10% to 20% to cater for the growth in business and fluctuation in market demand, the Directors consider that the Revised Annual Caps are appropriate and sufficient to cover the anticipated transactions under the Relevant Agreements.

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Ho Chai Kung Distribution Agreement

We note that based on the actual purchases of approximately HK\$102.0 million for 2026H1, the simple annualised purchase amount would be approximately HK\$204.0 million, being slightly above the Revised Annual Cap for FY2026. The proposed Revised Annual Caps for FY2027 represented a growth of approximately 15.0% as compared to FY2026, and the proposed Revised Annual Caps for 3M2028, on a simple annualised basis, represented a growth of approximately 14.8% as compared to the proposed Revised Annual Caps for FY2027. We noted that according to the article headed “Latest Developments” published by the Hong Kong Government on 5 May 2026⁵ (the “**HK GDP Article**”) 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. 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 each of FY2027 and 3M2028 is less than 10%.

Li Chung Shing Tong (HK) Distribution Agreement

We note that based on the actual purchases of approximately HK\$44.4 million for 2026H1, the simple annualised purchase amount would be approximately HK\$88.8 million, representing approximately 73.4% of the proposed Revised Annual Cap for FY2026. Nevertheless, we noted from the JPJ Document that its advertising and promotion cost increased considerably over the past three years ended 31 March 2026, amounting to approximately HK\$21.0 million, HK\$27.9 million, and HK\$36.9 million, respectively. The relevant advertising campaigns for Po Chai Pills featured celebrity endorsers including Louis Koo, Tony Wu and Bonnie Wong. On the other hand, to cater for convenience-driven consumers, the new sachet pack for Po Chai Pills was launched in 2025. We noted that the JMB Group has devoted increasing marketing effort on Po Chai Pills and repositioned Po Chai Pills by extending its appeal to a younger demographic and consumers with a more dynamic lifestyle. We have further obtained and reviewed the amount of purchase orders for Po Chai Pills (HK) placed by the Group to the JBM Group in July and August 2026 (up to 14 August 2026) which amounted to approximately HK\$36.3 million and, accordingly to our further discussion with the management of the Group, the Company is optimistic on the improvement in the market performance of Po

⁵ <https://www.hkeconomy.gov.hk/en/situation/development/index.htm>

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Chai Pills (HK) in the remaining FY2026, and the purchase orders placed in July and August 2026 (up to 14 August 2026) on Po Chai Pills (HK) were mainly for the purchases in July to September 2026. We have obtained the list of these purchase orders for July 2026 which amounted to approximately HK\$31.2 million, and further obtained and reviewed the three largest purchase orders, which in aggregate amounted to approximately HK\$5.1 million, and noted that the information contained on the purchase orders was consistent with the list. Given that the three purchase orders reviewed are selected based on criteria set by us, i.e. the largest amounts, and the purchase orders in July 2026 accounted for significant part of the purchase orders for Po Chai Pills (HK) in July and August 2026 (up to 14 August 2026), we consider that the selection of these three purchase orders is fair and representative. Based on the aforesaid, the estimated purchase of Po Chai Pills (HK) for the nine months ending 30 September 2026 (being calculated based on the actual purchase in 2026H2 and the amounts under the aforesaid purchase orders) would be approximately HK\$80.7 million. Therefore, the then annualised purchase amount based on the estimated purchase of Po Chai Pills (HK) for the nine months ending 30 September 2026 is approximately HK\$107.6 million. When a 10% buffer is being taken into account, the then estimated purchase amount for FY2026 would be approximately HK\$118.4 million, representing approximately 98.2% of the Revised Annual Caps for FY2026. Therefore, we consider that the proposed Revised Annual Cap for FY2026 is not unreasonable. On the other hand, the proposed Revised Annual Caps for FY2027 represented a growth of approximately 14.9% as compared to FY2026, and the proposed Revised Annual Caps for 3M2028, on a simple annualised basis, represented a growth of approximately 15.1% as compared to the proposed Revised Annual Caps for FY2027. We noted that according to the advance estimates in the HK GDP Article, real GDP grew by 5.9% over a year earlier in the first quarter. Taking into account the impact of the latest real GDP growth of Hong Kong economy, the implied buffer for each of the proposed Revised Annual Caps for each of FY2027 and 3M2028 is less than 10%.

Li Chung Shing Tong (Singapore) Distribution Agreement

We note that based on the actual purchases of approximately HK\$7.5 million for 2026H1, the simple annualised purchase amount would be approximately HK\$15.0 million. The proposed Revised Annual Cap for FY2026 represented approximately 140.0% of such annualised amount (i.e. exceeding such amount by approximately 40.0%). We noted that the actual purchase for 2026H1 already exceeded the actual purchase for FY2025, and the

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annualised purchase amount for FY2026 represented a growth of approximately 109.8% as compared to that in FY2025. Further, we noted that the historical purchases made by the Group from Li Chung Shing Tong (Singapore) in the second half of FY2025 grew by approximately 57.1% as compared to the first half of FY2025. Assuming the growth rate for the purchases made by the Group from Li Chung Shing Tong (Singapore) maintained the same growth momentum in 2026H2, the then purchase amount will be increased to approximately HK\$19.3 million for FY2026 (comprising approximately HK\$7.5 million for 2026H1 and approximately HK\$11.8 million for 2026H2), representing approximately 91.9% of the Revised Annual Caps for FY2026. Therefore, given the then implied buffer for FY2026 will be lower than 10%, we consider that the proposed Revised Annual Cap for FY2026 is not unreasonable. On the other hand, the proposed Revised Annual Caps for FY2027 represented a growth of approximately 4.8% as compared to FY2026, and the proposed Revised Annual Caps for 3M2028, on a simple annualised basis, represented a growth of approximately 9.1% as compared to the proposed Revised Annual Caps for FY2027. We noted that according to the SG GDP Article, based on advance estimates, the Singapore economy grew by 4.6 per cent on a year-on-year basis in the first quarter of 2026. Taking into account the impact of the latest real GDP growth of the Singapore economy, the implied buffer for the proposed Revised Annual Caps for each of FY2026, FY2027 and 3M2028 is less than 10%.

The Foci Distribution Agreement

As stated in the Letter from the Board, the Foci Annual Caps are estimated with reference to the amount of historical sales of HKPCCCH to the former distributors of such products, the expected sales of the Foci Products and the expected demand for such Foci Products from the market with reference to the Annual Purchase Target referred to above.

As the Foci Annual Caps are set at a level corresponding to the Annual Purchase Target, they are, by extension, supported by the same underlying factors taken into account in determining the Annual Purchase Target, namely (i) the historical sales performance of HKPCCCH's former distributors of the Foci Products in Singapore; (ii) the expected sales of the Foci Products having regard to Fu Qing's own sales forecast and business plan; and (iii) the expected market demand for the Foci Products in Singapore, taking into account the size and growth potential of the relevant PCM market segments. The Directors consider that setting the Foci Annual Caps by reference to the Annual Purchase Target ensures that the Foci Annual Caps are commercially justified, quantifiable and directly linked to Fu Qing's contractual purchase commitment, rather than being an arbitrary or generic estimate.

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As the Foci Products are new to the Group, to ensure the proper management of the distribution of the Foci Products by the Group, it is the plan of the Group that the purchase amount of the Foci Products will be within the range between the Minimum Purchase and the Foci Annual Caps during each relevant period. In such case, it is not expected that the Foci Annual Cap will be exceeded. In the event that the purchase amount of the Foci Products is approaching the relevant Foci Annual Cap, the Company will re-comply with the applicable requirements under the Listing Rules where appropriate.

We noted that as stated in the Letter from the Board, the Group had not made any purchase from HKPCCH prior to the Latest Practicable Date. As further advised by the management of the Company, the historical sales of HKPCCH to the former distributors of such products were at similar level to that of the Annual Purchase Target for the first 12 months' period of the Foci Distribution Agreement, and the proposed Foci Annual Cap for 2026H2, on an annualised basis, approximate to such amount. On the other hand, the proposed Foci Annual Caps for FY2027, FY2028 and 6M2029 represented a growth of approximately 25%, 20% and 0%, respectively, as compared to the relevant prior period. We noted that according to the SG GDP Article, according to the advance estimates, the Singapore economy grew by 4.6 per cent on a year-on-year basis in the first quarter. Meanwhile, taking into account that the Group had not made any purchase from HKPCCH prior to the Latest Practicable Date, the largest Foci Annual Caps was relatively small at HK\$3 million, representing no more than 0.3% of the revenue of the Group for FY2025, the distributing network and marketing ability of the Group and the product portfolio of the Foci Product (being over 15 products under six different categories), we considered that the implied buffers applied in determining the Foci Annual Caps of approximately 25% or lower are not unreasonable for the purpose of arriving at the aggregate revised annual caps under the Distribution Agreements, as the highest Foci Annual Caps only account for less than 1% of the aggregate revised annual caps.

Summary

Taking into account of 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 8M2025 across all three Relevant Agreements; (iii) the actual purchase amounts for 2026H1 which have exceeded the prorated Existing Annual Caps; (iv) the growth rate applied by the management of the Company in determining the proposed Revised Annual Caps and the Foci Annual Caps; and (v) the implied buffer included in determining the proposed Revised Annual Caps and the Foci Annual Caps after taking into account the latest economic growth in Hong Kong and Singapore, we consider that, the proposed Revised Annual Caps and the Foci Annual Caps are fair and reasonable so far as the Company and the Independent Shareholders are concerned.

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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 and logistic 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 agreements 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.

The head of the procurement and logistics team and the finance department will keep track of the transaction records in respect of the relevant products and monitor the actual cumulative transaction amount against the relevant annual cap. They 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 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 head of the procurement and logistics team and all management-grade personnel of the finance department, including the chief financial officer 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**”). The chief financial officer will report the status of the transaction amounts against the annual caps to the Board on a monthly basis. The financial

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reporting team will then hold meetings with the Procurement Team with a view to revising and updating the procurement/sales forecast (as appropriate) for the remaining months of the relevant financial year so as to contain the purchases/sales within the annual cap for the relevant year.

In case where the revised projected procurement amount will exceed the relevant annual cap, the finance department of the Group will, on the one hand, monitor the relevant transaction closely as elaborated below and on the other hand, assess the need to revise the relevant annual caps and where appropriate, to take the appropriate measures, including complying with the announcement and/or independent shareholders' approval requirements in accordance with the Listing Rules.

Once the 75% Cap IT Alert is sent to the Financial Reporting Team, in addition to the usual procurement/sales procedures, any further relevant continuing connected transactions to be entered into by any of the Group companies have to be approved by the Finance Department of the Group before their execution.

Whenever the accumulated amounts of the completed transaction of the continuing connected transactions reach 90% of the relevant annual caps, (i) any further continuing connected transactions to be entered into by any of the Group companies have to be additionally approved by the finance department of the Group before execution of such transactions; and (ii) the relevant sales department will report to the finance department of the Group to assess the need to revise the relevant annual caps and to take the appropriate measures, including complying with the announcement and/or independent shareholders' approval requirements in accordance with the Listing Rules.

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 Distribution Agreements 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:

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

- (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 and the approval of a purchase transaction under the Relevant Agreements in 2025 by the Finance Department of the Group when the relevant utilisation rate exceeded 90%. Given that the 75% Cap IT Alert was generated automatically and the approval has involved a correspondence chain evidencing the relevant control and approval procedures, we consider that the samples reviewed are fair and representative.

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, the purchase approval reviewed, and the fact that the utilisation rates of the Relevant Agreements were very high, but did not exceed 100%, 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 Continuing Connected Transactions under the Relevant Agreements and the Foci Distribution Agreement are on normal commercial terms, in the ordinary and usual course of business of the Group, fair and reasonable and in the interests of the Company and the Independent Shareholders as a whole; and (ii) each of the proposed Revised Annual Caps and the Foci Annual Caps is 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(s) to approve the transactions contemplated under the Relevant Agreements and the Foci Distribution Agreement and the revised aggregate proposed annual caps under the Distribution Agreements at the EGM.

LETTER FROM THE INDEPENDENT FINANCIAL ADVISER

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 Relevant Agreements;
- (b) the Foci Distribution 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 11:45 a.m., to consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT:**

- (a) the proposed revised annual caps in respect of the continuing connected transactions contemplated under the distribution agreement dated 1 April 2025 and entered between Ho Chai Kung Medicine Manufactory Limited and DYNASTY GARDEN LIMITED (“**Ho Chai Kung Distribution 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) for the two years ending 31 December 2026, 31 December 2027 and the three months ending 31 March 2028 as set out in the circular to the shareholders of the Company dated 21 August 2026 (“**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 Ho Chai Kung Distribution Agreement for the two years ending 31 December 2026, 31 December 2027 and the three months ending 31 March 2028.”

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2. “**THAT:**

- (a) the proposed revised annual caps in respect of the continuing connected transactions contemplated under the distribution agreement dated 1 April 2025 and entered between Li Chung Shing Tong (Holdings) Limited and DYNASTY GARDEN LIMITED (“**Li Chung Shing Tong (HK) Distribution Agreement**”) (a copy of which has been produced to the meeting marked “B” and initialled by the chairman of the Meeting for the purpose of identification) for the two years ending 31 December 2026, 31 December 2027 and the three months ending 31 March 2028 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 Li Chung Shing Tong (HK) Distribution Agreement for the two years ending 31 December 2026, 31 December 2027 and the three months ending 31 March 2028.”

3. “**THAT:**

- (a) the proposed revised annual caps in respect of the continuing connected transactions contemplated under the distribution agreement dated 1 April 2025 and entered between Li Chung Shing Tong (S) Pte Ltd and Tycoon Asia Pacific (Singapore) Pte. Limited (“**Li Chung Shing Tong (Singapore) Distribution Agreement**”) (a copy of which has been produced to the meeting marked “C” and initialled by the chairman of the Meeting for the purpose of identification) for the two years ending 31 December 2026, 31 December 2027 and the three months ending 31 March 2028 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 Li Chung Shing Tong (Singapore) Distribution Agreement for the two years ending 31 December 2026, 31 December 2027 and the three months ending 31 March 2028.”

4. “**THAT:**

- (a) the distribution agreement dated 12 June 2026 entered into between Hong Kong Premier Concentrated Chinese Herbs Ltd. and Fu Qing Chinese Medical Trading Pte. Limited (“**Foci Distribution Agreement**”) (a copy of which has been produced to the meeting marked “D” and initialled by the chairman of the Meeting for the purpose of identification) and the continuing connected transactions contemplated thereunder be and are hereby approved,

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ratified and confirmed and the proposed annual caps in respect of the continuing connected transactions contemplated under the Foci Distribution Agreement for the six months ending 31 December 2026, two years ending 31 December 2027, 31 December 2028 and the six months ending 30 June 2029 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 Foci Distribution Agreement and the continuing connected transactions contemplated thereunder.”

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.

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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 11:45 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

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).