

---

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

---

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

**If you have sold or transferred** all your shares in **Herbs Generation Group Holdings Limited**, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

---



**Herbs Generation Group Holdings Limited**

**草姬集團控股有限公司**

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

**(Stock code: 2593)**

**PROPOSALS FOR**

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

**(2) RE-ELECTION OF DIRECTORS**

**(3) DECLARATION OF FINAL DIVIDEND**

**AND**

**(4) NOTICE OF ANNUAL GENERAL MEETING**

---

A notice convening the Annual General Meeting to be held at Unit 1203B, 1204-05, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 23 May 2025 at 10:00 a.m. is set out in this circular.

Whether or not you are able to attend the Annual General Meeting, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

29 April 2025

---

## CONTENTS

---

<b>Definitions</b> .....	1
<b>Letter from the Board</b> .....	3
<b>Appendix I — Explanatory Statement on the Repurchase Mandate</b> .....	7
<b>Appendix II — Details of the Retiring Directors proposed to be re-elected at the Annual General Meeting</b> .....	10
<b>Notice of Annual General Meeting</b> .....	13

---

## DEFINITIONS

---

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Unit 1203B, 1204–05, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 23 May 2025 at 10:00 a.m., the notice of which is set out on pages 13 to 17 of this circular, and any adjournment thereof
“Articles of Association”	the articles of association of the Company, as amended or restated from time to time
“Board”	the board of Directors
“Companies Act”	the Companies Act, Cap 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands
“Company”	Herbs Generation Group Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with Shares up to a maximum of 20% of the aggregate number of the issued Shares of the Company as at the date of passing the relevant resolution at the Annual General Meeting
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 April 2025, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange

---

## DEFINITIONS

---

“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase the Shares up to a maximum of 10% of the aggregate number of the issued Shares of the Company as at the date of passing the relevant resolution at the Annual General Meeting
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Code on Takeovers and Mergers issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“%”	per cent

---

## LETTER FROM THE BOARD

---



### Herbs Generation Group Holdings Limited

### 草姬集團控股有限公司

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

**(Stock code: 2593)**

*Executive Directors:*

Ms. Kwok Chi Yan Gammy

*(Chairlady and Chief Executive Officer)*

Mr. Li Yat Sing Petras

Ms. Young Yuen Pik

*Registered office:*

89 Nexus Way

Camana Bay

Grand Cayman, KY1-9009

Cayman Islands

*Non-executive Director:*

Mr. Kwok Chun On

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

Units 2309–10, 23/F

Laford Centre

No. 838 Lai Chi Kok Road

Kowloon

Hong Kong

*Independent non-executive Directors:*

Professor Chan Chi Fai Andrew, *SBS, JP*

Mr. Lam Yiu Por

Dr. Tsang Hing Lim Kenneth

29 April 2025

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR**  
**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**  
**(2) RE-ELECTION OF DIRECTORS**  
**(3) DECLARATION OF FINAL DIVIDEND**  
**AND**  
**(4) NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

The purposes of this circular are to provide you with information regarding the resolutions to be proposed at the Annual General Meeting and to give you notice of the Annual General Meeting. Resolutions to be proposed at the Annual General Meeting include, (i) the granting to the Directors of the General Mandate and the Repurchase Mandate; (ii) the re-election of the retiring Directors; and (iii) the declaration of final dividend.

---

## LETTER FROM THE BOARD

---

### GENERAL MANDATE TO ISSUE SHARES

In order to give the Company the flexibility to issue Shares if and when appropriate, an ordinary resolution will be proposed at the Annual General Meeting to approve the granting of the General Mandate to the Directors to allot, issue or deal with additional Shares of not exceeding 20% of the total number of issued Shares of the Company as at the date of passing of the proposed ordinary resolution contained in item 6 of the notice of the Annual General Meeting.

As at the Latest Practicable Date, 133,333,600 Shares have been issued by the Company. Subject to the passing of the ordinary resolution numbered 7 and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Directors will be authorised to issue a maximum of 26,666,720 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 8, the number of Shares repurchased by the Company under ordinary resolution numbered 6 will also be added to extend the General Mandate as mentioned in ordinary resolution numbered 7 provided that such additional value shall not exceed 10% of the total number of issued Shares as at the date of passing the resolutions in relation to the General Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the General Mandate.

### REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution numbered 6 will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the total number of issued Shares as at the date of passing of the resolution in relation to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix I to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

As at the Latest Practicable Date, there were 133,333,600 Shares in issue. Subject to the passing of the ordinary resolution numbered 6 and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 13,333,360 Shares.

---

## LETTER FROM THE BOARD

---

### RE-ELECTION OF DIRECTORS

In accordance with Article 108 of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement at an annual general meeting by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.

Accordingly, Ms. Kwok Chi Yan Gammy, Mr. Li Yat Sing Petras and Ms. Young Yuen Pik will retire from office at the Annual General Meeting and, being eligible, offer themselves for re-election.

Details of the retiring Directors proposed to be re-elected at the Annual General Meeting are set out in Appendix II to this circular.

### DECLARATION OF FINAL DIVIDEND

The Board has recommended a final dividend of HK15 cents per Share for the year ended 31 December 2024 to be distributed from the Company's account to the Shareholders whose names appear on the register of members of the Company on Friday, 30 May 2025. Subject to the approval of the Shareholders at the Annual General Meeting, the proposed final dividend is expected to be paid on or around Wednesday, 11 June 2025.

### ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

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

An announcement on the poll results will be published by the Company after the Annual General Meeting in the manner prescribed under the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed herewith. Such form of proxy is also published on the websites of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.herbs.hk](http://www.herbs.hk)). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

---

## LETTER FROM THE BOARD

---

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman of the Annual General Meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of the Annual General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she is the holder. A Shareholder entitled to more than one vote needs not use all his/her votes or cast all the votes he/she uses in the same way.

### 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 providing 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.

### RECOMMENDATIONS

The Directors consider that the proposed resolutions for (i) the granting to the Directors of the General Mandate and the Repurchase Mandate; (ii) the re-election of the retiring Directors; and (iii) the declaration of final dividend are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

### ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular, namely Appendix I – Explanatory Statement on the Repurchase Mandate and Appendix II – Details of the Retiring Directors proposed to be re-elected at the Annual General Meeting.

By order of the Board  
**Herbs Generation Group Holdings Limited**  
**Kwok Chi Yan Gammy**  
*Chairlady of the Board and Executive Director*



The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.

**SHARE CAPITAL**

As at the Latest Practicable Date, there were 133,333,600 Shares in issue. Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no Shares will be issued or repurchased prior to the Annual General Meeting, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 13,333,360 Shares, representing about 10% of the issued share capital of the Company on the date of passing of such resolution. Pursuant to the Repurchase Mandate, all the Shares repurchased by the Company will be cancelled.

**REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

Repurchases pursuant to the Repurchase Mandate would be funded out of funds legally available for the purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. The Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of Shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles of Association and subject to the Companies Act, out of capital.

The Directors have no present intention to repurchase any Shares, and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company. The Directors believe that if the Repurchase Mandate is exercised in full, it may not have a material adverse impact on the working capital and/or gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Company as at 31 December 2024, being the date to which the latest published audited consolidated financial statements of the Company were made up. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company and/or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

**GENERAL**

To the best of their knowledge, having made all reasonable enquiries, none of the Directors nor any of their respective close associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Directors will, so far as the same may be applicable, exercise the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

The Directors confirm that neither the explanatory statement nor the proposed share repurchase has any unusual features.

**TAKEOVERS CODE AND MINIMUM PUBLIC HOLDING**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

If the Repurchase Mandate were exercised in full, the percentage of the shareholdings of the Shareholders, who have an interest in 5% or more of the total issued Shares (based on the number of Shares they held as at the Latest Practicable Date), before and after such repurchase would be as follows:

Name of Shareholders	Number of Shares held	Percentage of shareholdings as at the Latest Practicable Date	Approximate percentage of shareholdings if the Repurchase Mandate is exercised in full
Joy & Love Limited ( <i>Note 1</i> )	90,000,000	67.50%	75.00%
Joy & Faith Limited ( <i>Note 2</i> )	10,000,000	7.50%	8.33%

*Notes:*

1. Joy & Love Limited is wholly owned by Ms. Kwok Chi Yan Gammy. By virtue of the SFO, Ms. Kwok Chi Yan Gammy is therefore deemed to be interested in the shares that Joy & Love Limited is interested in.
2. Joy & Faith Limited is wholly owned by Mr. Li Yat Sing Petras. By virtue of the SFO, Mr. Li Yat Sing Petras is therefore deemed to be interested in the Shares that Joy & Faith Limited is interested in.

The Directors do not intend to exercise the Repurchase Mandate if the repurchase would result in the number of Shares which are in the hands of the public falling below 25% of the total number of Shares in issue (or such other percentage as may prescribed as the minimum public shareholding under the Listing Rules). The Directors have no intention to exercise the Repurchase Mandate to such an extent as to result in takeover obligations.

**SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the period from the Listing Date up to the Latest Practicable Date.

**SHARE PRICES**

The highest and lowest prices at which Shares were traded on the Stock Exchange since the Listing Date and up to and including the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2024</b>		
December	5.05	2.61
<b>2025</b>		
January	2.78	1.88
February	2.15	1.88
March	1.92	1.64
April (up to and including the Latest Practicable Date)	2.01	1.64

---

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

---

*The following are the particulars of the Directors proposed to be re-elected at the Annual General Meeting:*

**Ms. Kwok Chi Yan Gammy (郭致因) (“Ms. Gammy Kwok”)**, aged 63, is the chairlady of the Board (the “**Chairlady**”), an executive Director and the chief executive officer (“**CEO**”). Ms. Gammy Kwok is also the founder of the Group. She is primarily responsible for the overall strategic planning, business development and operation, and marketing of the Group. She has also been serving as a director of the subsidiaries of the Company, Herbs Generation International Limited (“**Herbs Generation**”) and ZINO International Limited (“**ZINO International**”).

Ms. Gammy Kwok has more than 30 years of wellness related experience. Prior to founding the Group, she was admitted as a registered nurse (general) by the Nursing Board of Hong Kong (currently known as the Nursing Council of Hong Kong) in September 1991. From August 1992 to November 1996, Ms. Gammy Kwok worked in various positions at Johnson and Johnson, a multi-national corporation principally engaging in, among others, healthcare products, with her last position held being an assistant professional manager.

Ms. Gammy Kwok received a bachelor of science degree in nursing from University of British Columbia in Canada in May 1990 and an executive master of business administration degree from The Chinese University of Hong Kong in Hong Kong in November 2019.

Ms. Gammy Kwok is the spouse of Mr. Li Yat Sing Petras (executive Director and chief operating officer (the “**COO**”) of the Group) and the elder sister of Mr. Kwok Chun On (non-executive Director).

Ms. Gammy Kwok as an executive Director has entered into a service contract with the Company for an initial term of three years commencing from the date of appointment, renewable automatically for successive terms of three years each commencing from the day immediately after the expiry of the then current term of appointment, unless terminated by not less than one month’s notice in writing served by either party expiring at the end of the initial term or at any time thereafter. For the financial year ended 31 December 2024, the total emoluments of Ms. Gammy Kwok (inclusive of other benefits) was HK\$978,000.

As at the Latest Practicable Date, Ms. Gammy Kwok is the beneficial owner of 90,000,000 Shares, represented approximately 67.5% of the Shares in issue, and is deemed to be interested in all the Shares in which Mr. Petras Li is interested, which amounted to 10,000,000 Shares, represented approximately 7.5% of the Shares in issue.

As at the Latest Practicable Date, save as disclosed herein, Ms. Gammy Kwok does not hold any directorship in other public company in the last three years.

---

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

---

**Mr. Li Yat Sing Petras (李日勝) (“Mr. Petras Li”)**, aged 65, is the executive Director and the COO. Mr. Petras Li is primarily responsible for overall day-to-day management, business and supply chain operations, and product development of the Group. Mr. Petras Li has more than 20 years of experiences in logistics in the health supplements industry and the cosmetics and skincare products industry. He joined the Group in July 2003 and he has also been serving as a director of the subsidiaries of the Company, Broadcast HR Management Limited (“**Broadcast HRM**”), Herbs Generation and ZINO International.

Mr. Petras Li received a bachelor of arts degree in business administration from the University of Portsmouth in United Kingdom in July 2013. He received a diploma in cosmetic studies and management in school of continuing and professional studies at The Chinese University of Hong Kong and Hong Kong Cosmetic Technical Resources Centre in June 2013.

Mr. Petras Li is the spouse of Ms. Gammy Kwok (Chairlady, executive director and CEO of the Group) and the brother-in-law of Mr. Kwok Chun On (non-executive Director).

Mr. Petras Li as an executive Director has entered into a service contract with the Company for an initial term of three years commencing from the date of appointment, renewable automatically for successive terms of three years each commencing from the day immediately after the expiry of the then current term of appointment, unless terminated by not less than one month’s notice in writing served by either party expiring at the end of the initial term or at any time thereafter. For the financial years ended 31 December 2024, the total emoluments of Mr. Petras Li (inclusive of other benefits) was HK\$738,000.

As at the Latest Practicable Date, Mr. Petras Li is the beneficial owner of 10,000,000 Shares, represented approximately 7.5% of the Shares in issue, and is deemed to be interested in all the Shares in which Ms. Gammy Kwok is interested, which amounted to 90,000,000 Shares, represented approximately 67.5% of the Shares in issue.

As at the Latest Practicable Date, save as disclosed herein, Mr. Petras Li does not hold any directorship in other public company in the last three years.

---

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

---

**Ms. Young Yuen Pik (楊婉璧) (“Ms. Scarlett Young”)**, aged 60, is the executive Director and is primarily responsible for overall financial planning and management and human resources matters of the Group. She joined the Group in October 2015 and she also serves as the operations director of Herbs Generation.

Ms. Scarlett Young received a bachelor of arts degree from The Polytechnic of North London in United Kingdom (currently known as the University of North London) in July 1991 and a master of corporate finance degree from The Hong Kong Polytechnic University in Hong Kong in December 2005.

Ms. Scarlett Young as an executive Director has entered into a service contract with the Company for an initial term of three years commencing from the date of appointment, renewable automatically for successive terms of three years each commencing from the day immediately after the expiry of the then current term of appointment, unless terminated by not less than one month’s notice in writing served by either party expiring at the end of the initial term or at any time thereafter. For the financial year ended 31 December 2024, the total emoluments of Ms. Scarlett Young (inclusive of other benefits) was HK\$990,000.

Save as disclosed above, as at the Latest Practicable Date, Ms. Scarlett Young (i) does not hold any directorships in other public company in the last three years; (ii) does not have any relationships with any Directors, senior management or substantial or controlling shareholders (as defined in the Listing Rules) of the Company; and (iii) does not have any interests in the Shares within the meaning of Part XV of the SFO.

---

## NOTICE OF ANNUAL GENERAL MEETING

---



### Herbs Generation Group Holdings Limited

### 草姬集團控股有限公司

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

**(Stock code: 2593)**

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting of Herbs Generation Group Holdings Limited (the “**Company**”) will be held at Unit 1203B, 1204–05, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 23 May 2025 at 10:00 a.m. for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the “**Directors**”) and the auditor of the Company for the year ended 31 December 2024;
2. to declare a final dividend of HK15 cents per ordinary share for the year ended 31 December 2024;
3. to re-elect the following retiring Directors:
  - (a) Ms. Kwok Chi Yan Gammy;
  - (b) Mr. Li Yat Sing Petras;
  - (c) Ms. Young Yuen Pik;
4. to authorise the board (the “**Board**”) of Directors to fix the Directors’ remuneration;
5. to re-appoint KPMG as auditor of the Company and to authorise the Board to fix their remuneration; and

to consider and, if thought fit, pass the following resolutions as ordinary resolutions (with or without modifications):

6. “**THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and all other applicable laws, the exercise by the Directors of the Company during the Relevant Period

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(as defined in paragraph (d) below) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company, and to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares) which would or might require the exercise of such powers after the end of the Relevant Period (as defined in paragraph (d) below);
- (c) the aggregate number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined in paragraph (d) below); or (ii) any issue of shares under a share scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the amended and restated articles of association of the Company in force from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares of the Company, shall not exceed 20% of the aggregate number of shares of the share capital of the Company in issue (excluding any treasury shares) on the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of shares of the Company is effected, the maximum number of shares of the Company that may be issued as a percentage of the total number of issued shares of the Company immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares of the Company shall be adjusted accordingly; and
- (d) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable law of the Cayman Islands to be held; or



---

## NOTICE OF ANNUAL GENERAL MEETING

---

- (iii) the date on which such mandate granted under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

**“Rights Issue”** means an offer of shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares or any class of shares whose names appear on the registers of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

7. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined in paragraph (c) below) of all the powers of the Company to purchase or repurchase shares of the Company on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or any other stock exchange on which shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the **“SFC”**) and the Stock Exchange for such purpose, and subject to and in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of shares which may be purchased or repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined in paragraph (c) below) shall not exceed 10% of the aggregate number of issued shares at the date of the passing of this resolution, and the said approval shall be limited accordingly; and
- (c) for the purpose of this resolution:

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

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any other applicable law of the Cayman Islands to be held; and

---

## NOTICE OF ANNUAL GENERAL MEETING

---

(iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

8. “**THAT** conditional upon resolutions numbered 6 and 7 above being passed, the unconditional general mandate granted to the Directors of the Company to allot, issue and deal with shares of the Company pursuant to resolution numbered 6 above be and is hereby extended by the addition thereto of an amount representing the aggregate number of shares of the Company purchased or repurchased by the Company under the authority granted pursuant to resolution numbered 7 above, provided that such amount shall not exceed 10% of the aggregate number of the issued shares as at the date of the passing of this resolution.

By order of the Board  
**Herbs Generation Group Holdings Limited**  
**Kwok Chi Yan Gammy**  
*Chairlady of the Board and Executive Director*

Hong Kong, 29 April 2025

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

Units 2309–10, 23/F

Laforde Centre

No. 838 Lai Chi Kok Road

Kowloon

Hong Kong

*Notes:*

1. A member entitled to attend and vote at the Annual General Meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the Articles of Association, to vote on his/her behalf. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. 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). The results of the poll will be published on the website of Hong Kong Exchanges and Clearing Limited and the website of the Company in accordance with the Listing Rules.
3. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed or a certified copy of that power of attorney or authority, must be deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the Annual General Meeting or any adjournment thereof.

---

## NOTICE OF ANNUAL GENERAL MEETING

---

4. For the purpose of determining the qualification as shareholders of the Company to attend and vote at the Annual General Meeting to be held on Friday, 23 May 2025, the register of members will be closed from Tuesday, 20 May 2025 to Friday, 23 May 2025, both dates inclusive, during which no transfer of shares will be registered. In order to qualify for attending and voting at the Annual General Meeting, all transfer documents accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not later than 4:30 p.m. on Monday, 19 May 2025.
5. For the purpose of determining the entitlement to the proposed final dividend (subject to the approval of the shareholders at the Annual General Meeting), the register of members of the Company will be closed from Thursday, 29 May 2025 to Friday, 30 May 2025, both days inclusive, during which period no transfer of shares will be effected. In order to qualify for the entitlement to the proposed final dividend, unregistered holders of shares of the Company are required to lodge all transfer documents accompanied by the relevant share certificates with the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 28 May 2025.
6. If a tropical cyclone warning signal number 8 or above or is hoisted, or "extreme conditions" caused by super typhoons or a black rainstorm warning or is/are in force between 7:00 a.m. and 10:00 a.m. on 23 May 2025, the date of the Annual General Meeting, the Annual General Meeting will be postponed. The Company will as soon as practicable post an announcement on the websites of Hong Kong Exchanges and Clearing Limited and the Company.

*As at the date of this notice, the Board comprises (i) Ms. Kwok Chi Yan Gammy, Mr. Li Yat Sing Petras and Ms. Young Yuen Pik as executive Directors; (ii) Mr. Kwok Chun On as non-executive Director; and (iii) Professor Chan Chi Fai Andrew, SBS, JP, Mr. Lam Yiu Por and Dr. Tsang Hing Lim Kenneth as independent non-executive Directors.*