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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 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.

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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) RE-APPOINTMENT OF AUDITOR
AND
(4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held at Units A7 & A8, 6/F of NCB Innovation Centre, 888 Lai Chi Kok Road, Kowloon, Hong Kong on Thursday, 18 June 2026 at 4:00 p.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 2026

CONTENTS

Definitions	1
Letter from the Board	3
Appendix I — Explanatory Statement on the Repurchase Mandate	8
Appendix II — Details of the Retiring Directors proposed to be re-elected at the Annual General Meeting	11
Notice of Annual General Meeting	14

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 Units A7 & A8, 6/F of NCB Innovation Centre, 888 Lai Chi Kok Road, Kowloon, Hong Kong on Thursday, 18 June 2026 at 4:00 p.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”	21 April 2026, 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 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS FOR
(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES
(2) RE-ELECTION OF DIRECTORS
(3) RE-APPOINTMENT OF AUDITOR
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; and (ii) the re-election of the retiring Directors.

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 5 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 7, the number of Shares repurchased by the Company under ordinary resolution numbered 5 will also be added to extend the General Mandate as mentioned in ordinary resolution numbered 6 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 5 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 5 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, Mr. Kwok Chun On, Mr. Lam Yiu Por and Dr. Tsang Hing Lim Kenneth 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.

RE-APPOINTMENT OF AUDITOR FOR THE YEAR 2026

The Board proposed to re-appoint KPMG as the auditor of the Company for the year of 2026 to hold office from the date of approval at the Annual General Meeting until the conclusion of the next annual general meeting and the estimated audit fee for the audit of the consolidated financial statements of the Group for the financial year ending 31 December 2026 is expected to be in the range of approximately HK\$1.4 million to HK\$1.5 million.

The estimated audit fee represents a fair and reasonable estimation, after due consideration and arm's length negotiation between the Company and KPMG. The estimation takes into account various factors such as the size and structure of the Group, the nature and complexity of the Group's businesses, the expected scope, timetable and direction of the audit and the time and resources deployed by the auditor.

Furthermore, the estimated audit fee assumes there will be no material changes in the Group's businesses and operations, accounting policies or regulatory environment, and that the Company will provide timely and adequate assistance and information as required for the audit.

This resolution has been considered and approved at the Board meeting held on 24 March 2026 and is hereby proposed to the Annual General Meeting as an ordinary resolution for consideration and approval.

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.

LETTER FROM THE BOARD

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) and the website of the Company (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.

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 extension of the General Mandate to issue Shares; and (iii) the re-election of the retiring Directors 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.

LETTER FROM THE BOARD

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

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 2025, 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 in each of the following months preceding the Latest Practicable Date were as follows:

	Highest	Lowest
	<i>HK\$</i>	<i>HK\$</i>
2025		
April	2.01	1.64
May	1.97	1.75
June	1.93	1.67
July	1.92	1.80
August	1.85	1.45
September	1.45	1.16
October	1.39	1.17
November	1.25	1.16
December	1.22	1.17
2026		
January	1.22	1.16
February	1.20	1.12
March	1.18	0.91
April (up to and including the Latest Practicable Date)	0.98	0.89

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:

Mr. Kwok Chun On (郭晉安) (“Mr. Roger Kwok”), aged 61, is the non-executive Director and is primarily responsible for overall strategic advice on the marketing of the Group. He first became the Group’s brand ambassador in 2002 and was appointed as a non-executive Director on 7 May 2024.

Mr. Roger Kwok has been active in the film and television entertainment industry for over 30 years including appearing in various television dramas in TVB and won the Best Actor for three times at the TVB Anniversary Awards.

Mr. Roger Kwok is the younger brother of Ms. Gammy Kwok (Chairlady, executive Director and the chief executive officer of the Group) and the brother-in-law of Mr. Petras Li (executive Director and the chief operating officer of the Group).

Mr. Lam Yiu Por (林曉波) (“Mr. Lam”), aged 49, was appointed an independent non-executive Director of the Company on 7 May 2024 taking effect on 19 December 2024. He is primarily responsible for supervising and providing independent judgement to the Board.

Mr. Lam has about 20 years of experience in the field of finance and accounting. He is currently the chief financial officer and company secretary of Dingdang Health Technology Group Limited (a company listed on the Stock Exchange (stock code: 09886)) since January 2021. From November 2013 to July 2020, Mr. Lam worked in Greentech Technology International Limited (formerly known as L’sea Resources International Holdings Ltd., a company listed on the Stock Exchange (stock code: 00195)) with his last position as the vice president and chief financial officer. From December 2005 to May 2008, he was the chief financial officer and company secretary of Lijun International Pharmaceutical (Holding) Co., Ltd (currently known as SSY Group Limited, a company listed on the Stock Exchange (stock code: 02005)). From July 2004 to December 2005, he was the financial controller and qualified accountant of Zhongtian International Limited (currently known as China Clean Energy Technology Group Limited, a company previously listed on the Stock Exchange (stock code: 02379)).

Mr. Lam has been an independent non-executive director of JNBY Design Limited (a company listed on the Stock Exchange (stock code: 03306)) since October 2016, Xiamen Yan Palace Bird’s Nest Industry Co., Ltd (a company listed on the Stock Exchange (stock code: 01497)) since November 2023 and BrainAurora Medical Technology Limited (a company listed on the Stock Exchange (stock code: 06681)) since January 2025. From January 2021 to June 2022, Mr. Lam was an independent non-executive director and a member of the audit committee of Tian Ge Interactive Holdings Limited (a company listed on the Stock Exchange (stock code: 01980)). From November 2016 to November 2018, he was an independent non-executive director and a member of the audit committee of China Tontine Wines Group Limited (a company listed on the Stock Exchange (stock code: 00389)). From October 2015 to June 2020, he was an

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

independent non-executive director and a member of the audit committee of Denox Environmental & Technology Holdings Limited (a company listed on the Stock Exchange (stock code: 01452)). From April 2015 to May 2017, he was a non-executive director of Zhong Ao Home Group Limited (a company listed on the Stock Exchange (stock code: 01538)). From December 2014 to March 2016, he was an independent non-executive director and a member of the audit committee of Yat Sing Holdings Limited (currently known as China Supply Chain Holdings Ltd, a company listed on the Stock Exchange (stock code: 03708)) while from June 2012 to February 2014, he was an independent non-executive director of GR Properties Limited (currently known as GR Life Style Company Limited, a company listed on the Stock Exchange (stock code: 00108)).

Mr. Lam received a bachelor's degree of arts in accountancy from the Hong Kong Polytechnic University in Hong Kong in November 1997 and a master's degree in professional accountancy from University of London in November 2024. He was admitted as a member of the Hong Kong Institute of Certified Public Accountants, an associate of The Hong Kong Chartered Governance Institute (formerly known as the Hong Kong Institute of Chartered Secretaries), a chartered financial analyst of the CFA Institute and a fellow of the Association of Chartered Certified Accountants in October 2004, March 2006, September 2006 and November 2007, respectively.

Dr. Tsang Hing Lim Kenneth (曾慶廉) (“**Dr. Tsang**”), aged 56, was appointed an independent non-executive Director of the Company on 7 May 2024 taking effect on 19 December 2024. He is primarily responsible for supervising and providing independent judgement to the Board.

Dr. Tsang has been a medical practitioner in Hong Kong for over 30 years. He has been the chief executive officer of Gleneagles Hospital Hong Kong since January 2021, the chairman of IHH China Operations Steering Committee since November 2023, and the regional chief executive officer of IHH Healthcare North Asia since April 2024. He was the chief operating officer of Gleneagles Hospital Hong Kong from April 2019 to December 2020.

Dr. Tsang received a bachelor's degree in medicine and surgery from The University of Hong Kong in Hong Kong in November 1993 and a master's degree in occupational medicine from The Chinese University of Hong Kong in Hong Kong in December 2009. He became a Fellow of the Hong Kong Academy of Medicine in December 2018, a Fellow of the Hong Kong College of Community Medicine in August 2018 and a Fellow of the Royal Australasian College of Medical Administrators in September 2018.

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

Dr. Tsang is an Appeal Board Panel Member under the Rabies Ordinance, Food & Health Bureau of the Government of the Hong Kong Special Administrative Region, the treasurer of the Private Hospital Association of Hong Kong and an executive advisory board member of Hospital Management Asia. He is also an Honorary Clinical Associate Professor of School of Public Health, Li Ka Shing Faculty of Medicine of The University of Hong Kong and a member of the Administrative Medicine Subspeciality Board of the Hong Kong College of Community Medicine.

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 Units A7 & A8, 6/F of NCB Innovation Centre, 888 Lai Chi Kok Road, Kowloon, Hong Kong on Thursday, 18 June 2026 at 4:00 p.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 2025;
2. to re-elect the following retiring Directors:
 - (a) Mr. Kwok Chun On;
 - (b) Mr. Lam Yiu Por;
 - (c) Dr. Tsang Hing Lim Kenneth;
3. to authorise the board (the “**Board**”) of Directors to fix the Directors’ remuneration;
4. 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):

5. “**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 (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

NOTICE OF ANNUAL GENERAL MEETING

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
- (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.

NOTICE OF ANNUAL 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).”

6. “**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
- (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.”

NOTICE OF ANNUAL GENERAL MEETING

7. “**THAT** conditional upon resolutions numbered 5 and 6 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 5 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 6 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

Hong Kong, 29 April 2026

Headquarter and principal place of business in Hong Kong:

Units A7 & A8, 6/F of NCB Innovation Centre
888 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 Thursday, 18 June 2026, the register of members will be closed from Monday, 15 June 2026 to Thursday, 18 June 2026, 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 Friday, 12 June 2026.
5. 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 4:00 p.m. on 18 June 2026, 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.