
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 a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Modern Chinese Medicine Group Co., Ltd., you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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Modern Chinese Medicine Group Co., Ltd.

現代中藥集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1643)

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES AND
TO ISSUE NEW SHARES OF THE COMPANY
AND
PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS
AND
NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

A notice convening the 2025 AGM of Modern Chinese Medicine Group Co., Ltd. to be held at Conference Room, 3/F, Dongcaiku Business Port at the intersection of Zhaiying South Street and Huaian Road, Yuhua Area, Shijiazhuang City, Hebei Province, PRC on Friday, 30 May 2025 at 10:00 a.m. is set out on pages 14 to 17 of this circular. A form of proxy for use at the 2025 AGM is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.cdysjdyy.com).

Whether or not you are able to attend the 2025 AGM, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's Share Registrar in Hong Kong, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2025 AGM (i.e. not later than 10:00 a.m. on Wednesday, 28 May 2025) or any adjournment thereof. Completion and return of the form of proxy will not preclude Shareholders from attending and voting in person at the 2025 AGM if they so wish.

References to time and dates in this circular are to Hong Kong time and dates.

Hong Kong, 30 April 2025

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DEFINITIONS

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

| | |
|--|--|
| “2025 AGM” | the annual general meeting of the Company to be held at Conference Room, 3/F, Dongcaiku Business Port at the intersection of Zhaiying South Street and Huaian Road, Yuhua Area, Shijiazhuang City, Hebei Province, PRC on Friday, 30 May 2025 at 10:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 14 to 17 of this circular, or any adjournment thereof; |
| “Board” | the board of Directors; |
| “Company” | Modern Chinese Medicine Group Co., Ltd. 現代中藥集團有限公司, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange; |
| “Director(s)” | the director(s) of the Company; |
| “Group” | the Company and its subsidiaries from time to time; |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong; |
| “Hong Kong” | the Hong Kong Special Administrative Region of the PRC; |
| “Issuance Mandate” | as defined in paragraph 2(ii) of the Letter from the Board; |
| “Latest Practicable Date” | 24 April 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular; |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange; |
| “Member(s)” or “Shareholder(s)” | holder(s) of the Share(s); |
| “Memorandum and Articles of Association” | the amended and restated memorandum and articles of association of the Company currently in force; |
| “Nomination Committee” | the nomination committee of the Company; |
| “PRC” | The People’s Republic of China; |

DEFINITIONS

| | |
|----------------------|---|
| “Repurchase Mandate” | as defined in paragraph 2(i) of the Letter from the Board; |
| “RMB” | Renminbi, the lawful currency of the PRC; |
| “SFO” | the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong; |
| “Share(s)” | ordinary share(s) of HK\$0.01 each in the capital of the Company or if there has been a subsequent subdivision, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company; |
| “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; and |
| “%” | per cent. |

LETTER FROM THE BOARD



Modern Chinese Medicine Group Co., Ltd.

現代中藥集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1643)

Executive Directors:

Ms. Sun Xinlei (*Chairman*)

Ms. Zhang Hongli (*Chief Executive Officer*)

Ms. Jia Yanru

Registered Office:

89 Nexus Way, Camana Bay

Grand Cayman

KY1-9009 Cayman Islands

Independent Non-executive Directors:

Ms. Liu Ling

Mr. Leung Tsz Wing

Mr. Wong Chi Kin

Corporate headquarters in the PRC:

No. 88 Jinwei Road

Chengde City, Hebei Province

PRC

30 April 2025

To the Shareholders

Dear Sir/Madam,

PROPOSED GRANTING OF GENERAL MANDATES

TO REPURCHASE SHARES AND

TO ISSUE NEW SHARES OF THE COMPANY

AND

PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

AND

NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY

1. INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the 2025 AGM for (i) the granting of the Repurchase Mandate to the Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the extension of the Issuance Mandate by adding to it the number of issued Shares repurchased by the Company under the Repurchase Mandate; and (iv) the re-election of the retiring Directors.

LETTER FROM THE BOARD

2. PROPOSED GRANTING OF THE REPURCHASE AND ISSUANCE MANDATES

Pursuant to the resolutions passed by the then Shareholders on 30 May 2024, the Directors were given a general unconditional mandate to repurchase Shares on the Stock Exchange and to issue unissued Shares. Up to the Latest Practicable Date, such mandates have not been used and, if not used by the date of the 2025 AGM, will lapse at the conclusion of the 2025 AGM.

In order to give the Company the flexibility to issue and repurchase Shares if and when appropriate, the following ordinary resolutions will be proposed at the 2025 AGM to approve the granting of new general mandates to the Directors:

- (i) to purchase Shares, on the Stock Exchange or on any other stock exchange recognized by the Securities and Futures Commission of Hong Kong and the Stock Exchange, not exceeding 10% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 60,000,000 Shares on the basis that the existing issued share capital of the Company of 600,000,000 Shares remains unchanged as at the date of the 2025 AGM) (the “**Repurchase Mandate**”);
- (ii) to allot, issue or deal with Shares not exceeding 20% of the total number of issued Shares as at the date of passing such resolution (i.e. not exceeding 120,000,000 Shares on the basis that the existing issued share capital of the Company of 600,000,000 Shares remains unchanged as at the date of the 2025 AGM) (the “**Issuance Mandate**”); and
- (iii) to extend the Issuance Mandate by adding the number of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Repurchase Mandate and the Issuance Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the 2025 AGM or any earlier date as referred to in the proposed ordinary resolutions contained in items 7 and 8 of the notice of the 2025 AGM as set out on pages 14 to 17 of this circular.

In accordance with the requirements of the Listing Rules, the Company shall send to Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix I to this circular.

3. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 108 of the Articles of Association, Mr. Leung Tsz Wing (“**Mr. Leung**”) and Mr. Wong Chi Kin (“**Mr. Wong**”) shall retire from office by rotation and, being eligible, will offer themselves for re-election at the 2025 AGM.

LETTER FROM THE BOARD

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company's Board Diversity Policy, Procedures for the Nomination Committee to Nominate to the Board a Person as Director, the Company's corporate strategy and the independence of the independent non-executive Directors.

Each of Mr. Leung and Mr. Wong, both are the retiring independent non-executive Directors, has confirmed his independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The aforesaid independent non-executive Director also demonstrate the ability to provide an independent, balanced and objective view to the Company's matters. The Nomination Committee and the Board thus considered that the retiring independent non-executive Director is independent in accordance with the independence guidelines set out in the Listing Rules.

Besides, the Nomination Committee and the Board believed that all the retiring Directors will continue to make contribution to the Board and are satisfied with all the retiring Directors' contribution to the Company, which will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. The Nomination Committee and the Board therefore recommended the re-election of all the retiring Directors, including the aforesaid independent non-executive Director, who are due to retire at the 2025 AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be reelected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of all retiring Directors are set out in Appendix II to this circular.

4. 2025 AGM AND PROXY ARRANGEMENT

The notice of the 2025 AGM is set out on pages 14 to 17 of this circular. At the 2025 AGM, resolutions will be proposed to approve, inter alia, the granting of the Repurchase Mandate and the Issuance Mandate, the extension of the Issuance Mandate by the addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate and the re-election of the retiring Directors.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all the proposed resolutions will be put to vote by way of poll at the 2025 AGM. An announcement on the poll vote results will be made by the Company after the 2025 AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the 2025 AGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cdysjdyy.com). Whether or not you are able to attend the 2025 AGM,

LETTER FROM THE BOARD

please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, 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, to the Company's Share Registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the 2025 AGM (i.e. not later than 10:00 a.m. on Friday, 28 May 2025) or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the 2025 AGM in person if you so wish and, in such event, your form of proxy shall be deemed to be revoked.

5. RECOMMENDATION

The Directors consider that the granting of the Repurchase Mandate, the granting and extension of the Issuance Mandate and the re-election of the retiring Directors are in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favor of the relevant resolutions to be proposed at the 2025 AGM.

6. 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.

7. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

Yours faithfully,
By order of the Board
Modern Chinese Medicine Group Co., Ltd.
Zhang Hongli
Executive Director

The following is an explanatory statement required by the Listing Rules to be sent to Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the 2025 AGM in relation to the granting of the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company, the Group and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 600,000,000 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the 2025 AGM in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the 2025 AGM, i.e. being 600,000,000 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, 60,000,000 Shares, representing 10% of the total number of Shares in issue as at the date of the 2025 AGM.

3. FUNDING OF REPURCHASES

Repurchases of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purpose in accordance with the Company's Memorandum and Articles of Association, the Listing Rules, the laws of the Cayman Islands and/or any other applicable laws, as the case may be.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2024) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend 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 or the gearing levels which in the opinion of the Directors are from time to time befitting the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase 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, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Modern Biotechnology Group Holdings Co., Ltd held 402,000,000 Shares, representing 67.00% of the total issued share capital of the Company. Modern Biotechnology Group Holdings Co., Ltd is wholly-owned by Ms. Sun, the Chairman of the Board and an executive Director. On the basis that (i) the issued share capital of the Company (being 600,000,000 Shares) remains unchanged as at the 2025 AGM; and (ii) the shareholding interests held by Modern Biotechnology Group Holdings Co., Ltd remains unchanged immediately after the full exercise of the Repurchase Mandate, in the event that the Directors exercise in full the power to repurchase Shares under the Repurchase Mandate, the shareholding interests of Modern Biotechnology Group Holdings Co., Ltd would be increased to approximately 74.44% of the total issued share capital of the Company. The Directors are not aware of any consequences which would give rise to an obligation on the part of Modern Biotechnology Group Holdings Co., Ltd and its beneficial owner (see note below) to make a mandatory offer under Rule 26 of the Takeovers Code.

In addition, the Company has no intention to exercise the Repurchase Mandate to the effect that it will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, 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 granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors will, so far as the same may be applicable, exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of the Cayman Islands.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have been traded on the Stock Exchange during each of the previous 12 months up to and including the Latest Practicable Date were as follows:

| Month | Highest <i>HK\$</i> | Lowest <i>HK\$</i> |
|---|--------------------------------|-------------------------------|
| 2024 | | |
| April | 0.350 | 0.295 |
| May | 0.420 | 0.305 |
| June | 0.440 | 0.355 |
| July | 0.395 | 0.325 |
| August | 0.355 | 0.285 |
| September | 0.360 | 0.280 |
| October | 0.400 | 0.315 |
| November | 0.600 | 0.300 |
| December | 0.510 | 0.380 |
| 2025 | | |
| January | 0.500 | 0.315 |
| February | 0.445 | 0.360 |
| March | 0.510 | 0.380 |
| April (up to the Latest Practicable Date) | 0.445 | 0.245 |

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the 6 months prior to the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the 2025 AGM according to the Articles of Association, are provided below.

(1) MR. LEUNG TSZ WING

Position and experience

Mr. Leung Tsz Wing (“**Mr. Leung**”), aged 41, was appointed as our independent non-executive Director on 18 December 2020. He is also the chairman of the Audit Committee.

Mr. Leung joined Avantfaire Investment Management Limited, a licensed corporation authorised by the SFC conducting regulated activities of advising on securities and asset management in Hong Kong, in December 2017 and is currently its managing partner. Mr. Leung started his career at Deloitte Touche Tohmatsu in August 2005 and left as a senior associate in July 2010. He was the vice president of Fortune Investment Capital Limited from September 2010 to February 2012, responsible for private equity investments. He was the head of internal audit of USI Partners Limited from March 2012 to September 2014. From October 2014 to March 2015, Mr. Leung was a financial controller of Tibet Development Holdings Company Limited. From April 2015 to July 2015, he was the vice president of Simsen International Financial Group Limited, a subsidiary of Huarong International Financial Holdings Limited (stock code: 993), a company listed on the Stock Exchange, responsible for strategic investments. He was the vice president of Imperial Pacific International Limited (stock code: 1076), a company listed on the Stock Exchange, responsible for strategic investments from August 2015 to March 2017. From March 2017 to October 2017, Mr. Leung was the investment director of HX Innovation Capital Management Co. Limited. From November 2018 to November 2021, he was an independent non-executive director of China Carbon Neutral Development Group Limited (formerly known as Bisu Technology Group International Limited) (stock code: 1372), a company on the Stock Exchange. From January 2022 to 9 August 2024, he was an independent non-executive director of “Wonderful Sky Financial Group Holdings Limited” (stock code: 1260), a company on the Stock Exchange. He has been an independent non-executive director of China Treasures New Materials Group Ltd. (stock code: 2439), a company on the Stock Exchange, since 21 October 2024.

Mr. Leung obtained a Bachelor of Business Administration (Accounting & Finance) from the Hong Kong University of Science and Technology. He is a member of the Hong Kong Institute of Certified Public Accountants since 2009 and a fellow member since 2016. He also holds Chartered Financial Analyst (CFA) and Chartered Alternative Investment Analyst (CAIA) designations.

Length of service and director's emoluments

Pursuant to the letter of appointment issued by the Company to Mr. Leung, he has been appointed for a term of 1 year from 18 December 2020. Thereafter, the term of such letter of appointment is automatically renewed on a month-to-month basis, subject to the termination clauses therein. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association. For the year ended 31 December 2024, Mr. Leung received by way of remuneration and/or other emoluments the amount of approximately RMB109,000 from the Group. The remuneration and/or other emoluments of Mr. Leung are determined by the Board by reference to his performance, experience and responsibilities and the Company's remuneration policy.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Leung was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Leung does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules).

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Leung to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Leung that need to be brought to the attention of the Shareholders.

(2) MR. WONG CHI KIN**Position and experience**

Mr. Wong Chi Kin, aged 51, was appointed as our independent non-executive Director on 13 April 2023. He is the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee. Mr. Wong has over 29 years of solid accounting, banking and corporate finance experience gained from reputable commercial banks and leading investment banks (including UBS and Morgan Stanley). Mr. Wong is a fellow member of the Hong Kong Institute of Certified Public Accountants and a fellow member of CPA Australia.

Mr. Wong was appointed as an independent non-executive director of Tsui Wah Holdings Limited (“**Tsui Wah**”), whose shares are listed on the Stock Exchange (stock code: 1314), in November 2012 and was re-designated as a non-executive director of Tsui Wah in November 2016. Mr. Wong has also been an independent non-executive director of (i) Jiu Rong Holdings Limited (stock code: 2358), a company on the Stock Exchange, since August 2023; (ii) Forgame Holdings Limited, whose shares are listed on the Stock Exchange (stock code: 484) since May 2020; and (iii) Lianlian Digitech Co., Ltd. (stock code: 2598), a company on the Stock Exchange, since March 2024. In addition, Mr. Wong was the chief financial officer of Gangyu Smart Urban Services Holding Limited (“**Gangyu**”) (formally known as Orient Victory Smart Urban Services Holding Limited), whose shares are listed on the Stock Exchange (stock code: 265), during the period from October 2014 to October 2018 and is now the deputy chief executive officer of Gangyu. Prior to joining Gangyu, Mr. Wong held various management positions at China Qinfa Group Limited, whose shares are listed on the Stock Exchange (stock code: 866), including (i) deputy chief financial officer (from April 2011 to September 2011); (ii) chief financial officer (from September 2011 to October 2014); and (iii) company secretary and authorised representative (from July 2011 to August 2014).

Mr. Wong was a non-executive director of Asiaray Media Group Limited, whose shares are listed on the Stock Exchange (stock code: 1993) during the period from March 2017 to June 2023. For the period from July 2018 to July 2019, given Mr. Wong’s professional background and his areas of expertise, he was appointed as (i) the chairman of the independent board committee of Shenzhou Space Park Group Limited (“**Shenzhou Space**”) (which was wound up on 6 January 2020), whose shares were listed on the Stock Exchange (former stock code: 692) and delisted in December 2019 under Rule 6.01A of the Listing Rules, and an independent non-executive director. Through-out his appointment in Shenzhou Space, Mr. Wong played crucial roles in delivering independent advice on listing resumption proposal and corporate governance issues as well as providing guidance in the investigation of certain transactions (for details, please refer to the announcement of Shenzhou Space dated 9 December 2019). For the period from November 2021 to February 2023, Mr. Wong was appointed a member of the independent investigation committee of Mayer Holdings Limited, whose shares are listed on the Stock Exchange (stock code: 1116), and an independent non-executive director.

Mr. Wong obtained a Bachelor of Science (Honours) degree in Finance from The City University of Hong Kong in December 1996, a Certificate in Consecutive Interpretation in Putonghua/English from The School of Professional and Continuing Education of The University of Hong Kong in March 2001, a Master’s degree in Practicing Accounting from The Monash University, Australia in November 2001, and a Master of Business Administration degree (Executive MBA Programme) from The Chinese University of Hong Kong in December 2010 (Dean’s list: 2009/2010).

Length of service and director's emoluments

Pursuant to the letter of appointment issued by the Company to Mr. Wong, he has been appointed for a term of 1 year commencing on 13 April 2023. Thereafter, the term of such letter of appointment is automatically renewed on a month-to-month basis, subject to the termination clauses therein. He is also subject to retirement and re-election at annual general meeting of the Company in accordance with the Articles of Association. For the year ended 31 December 2024, Mr. Wong received by way of remuneration and/or other emoluments the amount of approximately RMB109,000 from the Group. The remuneration and/or other emoluments of Mr. Wong are determined by the Board by reference to his performance, experience and responsibilities and the Company's remuneration policy.

Interests in Shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wong was not interested or deemed to be interested in any Shares or underlying Shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Relationships

As far as the Directors are aware, as at the Latest Practicable Date, Mr. Wong does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules).

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. Wong to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. Wong that need to be brought to the attention of the Shareholders.

NOTICE OF THE 2025 AGM



Modern Chinese Medicine Group Co., Ltd.

現代中藥集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1643)

NOTICE IS HEREBY GIVEN that an annual general meeting of Modern Chinese Medicine Group Co., Ltd. (the “**Company**”) will be held at Conference Room, 3/F, Dongcaiku Business Port at the intersection of Zhaiying South Street and Huaian Road, Yuhua Area, Shijiazhuang City, Hebei Province, PRC on Friday, 30 May 2025 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To consider, adopt and receive the audited consolidated financial statements of the Company and the reports of the directors and auditor of the Company for the year ended 31 December 2024;
2. To re-elect Mr. Leung Tsz Wing as an independent non-executive director of the Company;
3. To re-elect Mr. Wong Chi Kin as an independent non-executive director of the Company;
4. To authorize the board of directors of the Company to fix the respective directors’ remuneration;
5. To re-appoint Forvis Mazars CPA Limited as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration;
6. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares on The Stock Exchange of Hong Kong Limited or on another stock exchange recognized by the Securities and Futures Commission of Hong Kong and The Stock Exchange of Hong Kong Limited, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;

NOTICE OF THE 2025 AGM

- (b) the total number of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be repurchased under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held.”;
7. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the directors of the Company to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:

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- (i) a Rights Issue (as defined below);
- (ii) the exercise of the outstanding conversion rights attaching to any convertible bonds or securities issued by the Company, which are convertible into shares of the Company;
- (iii) the exercise of options under a share option scheme of the Company; and
- (iv) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company,

shall not exceed 20% of the total number of issued shares of the Company as at the date of passing this resolution and the said approval shall be limited accordingly; and if any subsequent consolidation or subdivision of shares is conducted, the maximum number of shares that may be issued under the mandate in paragraph (a) above as a percentage of the total number of issued shares at the date immediately before and after such consolidation or subdivision shall be the same; and

- (d) for the purposes 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 revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the directors of the Company to holders of shares of the Company or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (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 any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”; and

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8. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** conditional upon the passing of the resolutions set out in items 6 and 7 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 7 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of the total number of shares purchased by the Company pursuant to the general mandate referred to in the resolution set out in item 6 of the Notice, provided that such amount shall not exceed 10% of the total number of the issued shares of the Company as at the date of passing this resolution.”.

By order of the Board
Modern Chinese Medicine Group Co., Ltd.
Zhang Hongli
Executive Director

Hong Kong, 30 April 2025

Notes:

- a. Any member of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. 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.
- b. In order to be valid, a 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 or authority, must be deposited at the Company's Share Registrar in Hong Kong (i.e. Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong) as soon as possible but in any event not less than 48 hours before the time appointed for the holding of this meeting (i.e. not later than 10:00 a.m. on Wednesday, 28 May 2025) or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at this meeting and, in such event, the form of proxy shall be deemed to be revoked.
- c. For determining the entitlement to attend and vote at this meeting, the register of members of the Company will be closed from Tuesday, 27 May 2025 to Friday, 30 May 2025 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at this meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates are lodged with the Company's Share Registrar in Hong Kong, Tricor Investor Services Limited, at the above address for registration no later than 4:30 p.m., on Monday, 26 May 2025.
- d. References to time and dates in the Notice are to Hong Kong time and dates.