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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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

**If you have sold or transferred** all your shares in **Mao Geping Cosmetics Co., Ltd.**, you should at once hand this circular together with the enclosed proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was affected for transmission to the purchaser or transferee.

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# MAOGEPING

BEAUTY

**MAO GEPING COSMETICS CO., LTD.**

**毛戈平化妝品股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1318)**

**PROPOSED RE-APPOINTMENT OF OVERSEAS AUDITOR  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING**

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A letter from the Board is set out on pages 2 to 5 of this circular.

A notice convening the EGM to be held at Conference Room 1, 10th Floor, Wanyin Building, Shangcheng District, Hangzhou City, Zhejiang Province, the PRC on Thursday, February 13, 2025 at 10:30 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A proxy form for use at the EGM is enclosed with this circular and was also published on the website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.maogeping.com](http://www.maogeping.com)).

Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM and to complete and return the enclosed proxy form in accordance with the instructions printed thereon to (in respect of holders of H Shares) the Company's H Share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong or, (in respect of holders of Unlisted Shares) the Company's head office and principal place of business in the PRC at 10th Floor, Wanyin Building, Shangcheng District, Hangzhou, Zhejiang, as soon as possible but in any event not less than 24 hours before the time fixed for holding the EGM (i.e., no later than 10:30 a.m. on Wednesday, February 12, 2025) or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending and voting at the EGM should you so wish.

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

January 24, 2025

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## DEFINITIONS

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

“Articles of Association”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Board
“Board”	the board of Directors
“Company”	Mao Geping Cosmetics Co., Ltd. (毛戈平化妝品股份有限公司), a limited liability company established in the PRC on July 28, 2000, whose H Shares are listed on the Main Board of the Stock Exchange (stock code: 1318)
“Director(s)”	the director(s) of the Company
“Unlisted Share(s)”	ordinary share(s) issued by the Company, with a nominal value of RMB0.50 each, which were subscribed for or credited as paid in Renminbi and held by domestic Shareholders
“EGM”	the 2025 first extraordinary general meeting of the Company to be held Conference Room 1, 10th Floor, Wanyin Building, Shangcheng District, Hangzhou City, Zhejiang Province, the PRC on Thursday, February 13, 2025 at 10:30 a.m.
“H Share(s)”	overseas listed foreign share(s) in the share capital of the Company with a nominal value of RMB0.50 each, which are subscribed for and traded in Hong Kong dollars
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, modified or otherwise supplemented from time to time
“RMB” or “Renminbi”	the lawful currency of the PRC
“Share(s)”	ordinary shares in the capital of our Company with a nominal value of RMB0.50 each upon the completion of the Share Subdivision, comprising Unlisted Share(s) and H Share(s)
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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LETTER FROM THE BOARD

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MAOGEPING

BEAUTY

MAO GEPING COSMETICS CO., LTD.

毛戈平化妝品股份有限公司

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1318)**

*Executive Directors*

Mr. MAO Geping (*Chairman of the Board*)

Ms. WANG Liquan

Ms. MAO Niping

Ms. MAO Huiping

Mr. WANG Lihua

Ms. SONG Hongquan

*Independent Non-executive Directors*

Mr. GU Jiong

Mr. HUANG Hui

Mr. LI Hailong

*Registered Office and Head Office in the PRC*

Room 1001, Wanyin Building

Shangcheng District

Hangzhou, Zhejiang

PRC

*Principal Place of Business in Hong Kong*

40/F, Dah Sing Financial Centre

No. 248 Queen's Road East

Wanchai

Hong Kong

January 24, 2025

*To the Shareholders*

Dear Sir/Madam,

**PROPOSED RE-APPOINTMENT OF OVERSEAS AUDITOR  
PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION  
AND  
NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding, among others, (i) the proposed re-appointment of overseas auditor; (ii) the proposed amendments to the Articles of Association; and (iii) the notice of the EGM, in order to allow you to make an informed decision on voting in respect of the resolutions to be proposed at the EGM.

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## LETTER FROM THE BOARD

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### PROPOSED RE-APPOINTMENT OF OVERSEAS AUDITOR

On January 13, 2025, with the recommendation from the Audit Committee and in accordance with the Articles of Association, the Board has resolved that Ernst & Young (“EY”) be proposed to be re-appointed as the overseas auditor of the Company for the year ended December 31, 2024 (the “**Proposed Re-appointment of Auditor**”) and to hold office until the conclusion of the next annual general meeting of the Company, such re-appointment will come into effect upon the approval by the Shareholders by way of an ordinary resolution at the EGM. The audit fee is RMB2.6 million.

EY is a qualified auditor for companies established in the PRC and listed on the Hong Kong Stock Exchange. As the auditor and reporting accountant for the Company’s initial public offering and listing on the Hong Kong Stock Exchange, EY has been diligent and responsible, providing audit reports on time in accordance with accounting standards. Proposed Re-appointment of Auditor is in the best interest of the Company and its shareholders. The Board proposed to the EGM to authorize the Board to sign the relevant agreement.

An ordinary resolution will be proposed at the EGM to consider and, if thought fit, approve the Proposed Re-appointment of Auditor.

### PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Reference is made to the announcement dated January 13, 2025 in relation to proposed amendments to the Articles of Association. Upon exercise of the over-allotment option, the registered share capital and total number of share capital of the Company shall change to RMB245,093,450 and 490,186,900 shares, respectively.

The Board hereby resolved to propose certain amendments to the Articles of Association to reflect, among others, such changes in the registered share capital and share capital structure of the Company. The details of the proposed amendments to the Articles of Association (the “**Proposed Amendments**”) are set out in Appendix I to this circular.

The Company has received a written confirmation from its Hong Kong legal advisers, confirming that the Proposed Amendments conform with the Listing Rules (including the requirements of Appendix A1 to the Listing Rules). The Company has also received a written confirmation from its legal advisers as to the laws of the, confirming that the Proposed Amendments conform with the laws of the PRC.

The Company confirms that there is nothing unusual in the Proposed Amendments from the perspective of a PRC company listed on the Stock Exchange.

A special resolution will be proposed at the EGM to consider and, if thought fit, approve the Proposed Amendments.

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## LETTER FROM THE BOARD

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### THE EGM

A notice convening the EGM to be held at Conference Room 1, 10th Floor, Wanyin Building, Shangcheng District, Hangzhou City, Zhejiang Province, the PRC on Thursday, February 13, 2025 at 10:30 a.m. is set out on pages EGM-1 to EGM-2 of this circular. A proxy form for use at the EGM is enclosed with this circular and was also published on the website of Hong Kong Exchanges and Clearing Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.maogeping.com](http://www.maogeping.com)).

For holders of H Shares, the proxy form together with the power of attorney or other authorization document (if any) must be lodged with the Company's H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong; and for holders of Unlisted Shares, the form of proxy should be returned to the Company's head office and principal place of business in the PRC at 10th Floor, Wanyin Building, Shangcheng District, Hangzhou, Zhejiang, by personal delivery or by post, as soon as possible but in any event not less than 24 hours before the time fixed for holding the EGM (i.e. no later than 10:30 a.m. on Wednesday, February 12, 2025) or any adjournment thereof (as the case may be) in order to be valid. Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM and to complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the EGM and voting in person if you so wish.

### Closure of Register of Members

For the purpose of determining the entitlement of the holders of H Shares to attend and vote at the EGM, the register of holders of H Shares will be closed from February 10, 2025 to February 13, 2025 (both days inclusive), during which period no transfer of H Shares will be registered. Shareholders whose names appear on the register of members of the Company on February 13, 2025 will be entitled to attend and vote at the EGM. Holders of H Shares who intend to attend the EGM must deliver their transfer documents together with the relevant share certificates to Computershare Hong Kong Investor Services Limited, the registrar of H Shares, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on February 7, 2025.

### VOTES BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the resolution to be proposed at the EGM will be voted by poll.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, no Shareholder is required to abstain from voting in respect of the resolution proposed at the EGM pursuant to the Listing Rules and/or the Articles of Association.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Board is of the view that all the resolutions set out in this circular are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favor of the all the resolutions to be proposed at the EGM.

By order of the Board

**Mao Geping Cosmetics Co., Ltd.**

**MAO Geping**

*Chairman of the Board and Executive Director*

Comparison Table for Amendments to the Articles of Association

Content of the original Articles of Association	Content of the amended Articles of Association
<p><b>CHAPTER I Article 1</b></p> <p>The Articles of Association are formulated with reference to the actual situation of the Company in accordance with the Company Law of the People’s Republic of China (《中華人民共和國公司法》) (the “<b>Company Law</b>”), the Securities Law of the People’s Republic of China (《中華人民共和國證券法》) (the “<b>Securities Law</b>”), <u>the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies</u> (《境內企業境外發行證券和上市管理試行辦法》), <u>the Guidelines for the Articles of Association of Listed Companies</u> (《上市公司章程指引》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “<b>Hong Kong Listing Rules</b>”) and other laws, regulations, departmental rules, normative documents and relevant requirements of the securities regulatory authorities of the place where the Company’s shares are listed in order to protect the legitimate rights and interests of Mao Geping Cosmetics Co., Ltd. (the “<b>Company</b>”), the shareholders and the creditors thereof and regulate the organization and behavior of the Company.</p>	<p><b>CHAPTER I Article 1</b></p> <p>The Articles of Association are formulated with reference to the actual situation of the Company in accordance with the Company Law of the People’s Republic of China (《中華人民共和國公司法》) (the “<b>Company Law</b>”), the Securities Law of the People’s Republic of China (《中華人民共和國證券法》) (the “<b>Securities Law</b>”), <u>the Trial Administrative Measures of Overseas Securities Offering and Listing by Domestic Companies</u> (《境內企業境外發行證券和上市管理試行辦法》), <u>the Guidelines for the Articles of Association of Listed Companies</u> (《上市公司章程指引》), the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “<b>Hong Kong Listing Rules</b>”) and other laws, regulations, departmental rules, normative documents and relevant requirements of the securities regulatory authorities of the place where the Company’s shares are listed in order to protect the legitimate rights and interests of Mao Geping Cosmetics Co., Ltd. (the “<b>Company</b>”), the shareholders and the creditors thereof and regulate the organization and behavior of the Company.</p>



Content of the original Articles of Association	Content of the amended Articles of Association
<p><b>CHAPTER I Article 2</b></p> <p>The Company is a joint stock limited company established in accordance with the Company Law and other relevant regulations.</p> <p>The Company was established by means of promotion based on the change of Hangzhou Huidu Cosmetics Co., Ltd. (杭州匯都化妝品有限公司) as a whole; it was registered with the <b>Hangzhou</b> Administration for Market Regulation (杭州市市場監督管理局) and obtained its business license with unified social credit code of 913301007245002892.</p>	<p><b>CHAPTER I Article 2</b></p> <p>The Company is a joint stock limited company established in accordance with the Company Law and other relevant regulations.</p> <p>The Company was established by means of promotion based on the change of Hangzhou Huidu Cosmetics Co., Ltd. (杭州匯都化妝品有限公司) as a whole; it was registered with the Administration for Market Regulation of <b>Zhejiang Province</b> and obtained its business license with unified social credit code of 913301007245002892.</p>
<p><b>CHAPTER I Article 3</b></p> <p>The Company made an initial offering of 78,423,400 ordinary shares of overseas listed foreign shares (H shares) <del>(assuming the Over-Allotment Option is not exercised) with a nominal value of RMB0.5 per share to investors</del> upon approval by The Stock Exchange of Hong Kong Limited (the “<b>Hong Kong Stock Exchange</b>”) on December 9, 2024 and upon filing with the China Securities Regulatory Commission (the “<b>CSRC</b>”) on November 7, 2024 and was listed on the Main Board of the Hong Kong Stock Exchange on December 10, 2024.</p>	<p><b>CHAPTER I Article 3</b></p> <p>The Company made an initial offering of 78,423,400 ordinary shares of overseas listed foreign shares (H shares) to investors upon filing with the China Securities Regulatory Commission (the “<b>CSRC</b>”) on November 7, 2024 and upon approval by The Stock Exchange of Hong Kong Limited (the “<b>Hong Kong Stock Exchange</b>”) on December 9, 2024 and was listed on the Main Board of the Hong Kong Stock Exchange on December 10, 2024. <u><b>After exercise of the Over-Allotment Option, 11,763,500 ordinary shares of overseas listed foreign shares (H shares) were issued to investors on January 8, 2025, for a total of 90,186,900 shares with a nominal value of RMB0.5 per share.</b></u></p>
<p><b>CHAPTER I Article 6</b></p> <p>The registered capital of the Company is <del>RMB478,423,400 (assuming the Over-Allotment Option is not exercised).</del></p>	<p><b>CHAPTER I Article 6</b></p> <p>The registered capital of the Company is <u><b>RMB245,093,450.</b></u></p>

Content of the original Articles of Association	Content of the amended Articles of Association
<p><b>CHAPTER I Article 10</b></p> <p>From the effective date of the Articles of Association, the Articles of Association shall become a legally binding document which regulates the Company’s organization and acts, the rights and obligations between the Company and shareholders, and amongst the shareholders, and <del>a</del>legally binding <del>document</del> <del>for</del> the Company, shareholders, directors, supervisors and senior management. According to the Articles of Association, the shareholders can sue the other shareholders. The shareholders can sue the Company’s directors, supervisors, the general manager and other senior management. The shareholders can sue the Company. The Company can sue the shareholders, directors, supervisors, the general manager and other senior management.</p>	<p><b>CHAPTER I Article 10</b></p> <p>From the effective date of the Articles of Association, the Articles of Association shall become a legally binding document which regulates the Company’s organization and acts, the rights and obligations between the Company and shareholders, and amongst the shareholders, <u>and shall be legally binding on the Company, shareholders, directors, supervisors and senior management.</u> According to the Articles of Association, the shareholders can sue the other shareholders. The shareholders can sue the Company’s directors, supervisors, the general manager and other senior management. The shareholders can sue the Company. The Company can sue the shareholders, directors, supervisors, the general manager and other senior management.</p>
<p><b>CHAPTER I Article 11</b></p> <p>The term “senior management” in the Articles of Association refers to the general manager, <u>chief financial officer</u>, secretary to the Board of Directors, <del>and other senior management appointed by the Board of Directors.</del></p>	<p><b>CHAPTER I Article 11</b></p> <p>The term “senior management” in the Articles of Association refers to the general manager, <u>deputy general manager and the persons-in-charge of finance and</u> secretary to the Board of Directors.</p>
<p><b>CHAPTER II Article 13</b></p> <p>Objectives of Business of the Company: With technology-focused, quality-secured and management-guaranteed approach, to enhance the comprehensive value of the team, realize the rapid growth and harmonious development of the Company, safeguard the best interests of shareholders, become a leading international premium beauty provider and make contributions to the national <u>beauty</u> industry.</p>	<p><b>CHAPTER II Article 13</b></p> <p>Objectives of Business of the Company: With technology-focused, quality-secured and management-guaranteed approach, to enhance the comprehensive value of the team, realize the rapid growth and harmonious development of the Company, safeguard the best interests of shareholders, become a leading international premium beauty provider and make contributions to the national <b>beauty</b> industry.</p>

Content of the original Articles of Association					Content of the amended Articles of Association				
<b>CHAPTER III Article 19</b>					<b>CHAPTER III Article 19</b>				
The share capital of the Company was RMB60,000,000 upon establishment. The total number of shares of the Company was 60,000,000 shares, all of which were ordinary shares. The names of the promoters of the Company, number of shares subscribed and means of capital contributions upon its establishment are as follows in the table:					The share capital of the Company was RMB60,000,000 upon establishment. The total number of shares of the Company was 60,000,000 shares, <b><u>and the nominal value of the shares upon establishment was RMB1 per share,</u></b> all of which were ordinary shares. The names of the promoters of the Company, number of shares subscribed and means of capital contributions upon its establishment are as follows in the table:				
No.	Name of promoter	Number of shares subscribed (in ten thousand)	Percentage of shareholding (%)	Means of capital contribution	No.	Name of promoter	Number of shares subscribed (in ten thousand)	Percentage of shareholding (%)	Means of capital contribution
1	MAO Geping (毛戈平)	2,557.8000	42.6300	By conversion of net assets into shares	1	MAO Geping (毛戈平)	2,557.8000	42.6300	By conversion of net assets into shares
2	MAO Niping (毛霓萍)	665.0280	11.0838	By conversion of net assets into shares	2	<b><u>WANG Liqun (汪立群)</u></b>	<b><u>665.0280</u></b>	<b><u>11.0838</u></b>	<b><u>By conversion of net assets into shares</u></b>
3	<b><u>WANG Liqun (汪立群)</u></b>	<b><u>665.0280</u></b>	<b><u>11.0838</u></b>	<b><u>By conversion of net assets into shares</u></b>	3	MAO Niping (毛霓萍)	665.0280	11.0838	By conversion of net assets into shares
4	Suzhou Pushen Jiuding Investment Center (Limited Partnership) (蘇州浦申九鼎投資中心 (有限合夥))	600.0000	10.0000	By conversion of net assets into shares	4	Suzhou Pushen Jiuding Investment Center (Limited Partnership) (蘇州浦申九鼎投資中心 (有限合夥))	600.0000	10.0000	By conversion of net assets into shares

# APPENDIX I

# PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

Content of the original Articles of Association					Content of the amended Articles of Association				
No.	Name of promoter	Number of shares subscribed (in ten thousand)	Percentage of shareholding (%)	Means of capital contribution	No.	Name of promoter	Number of shares subscribed (in ten thousand)	Percentage of shareholding (%)	Means of capital contribution
5	MAO Huiping (毛慧萍)	562.7160	9.3786	By conversion of net assets into shares	5	MAO Huiping (毛慧萍)	562.7160	9.3786	By conversion of net assets into shares
6	WANG Lihua (汪立華)	358.0920	5.9682	By conversion of net assets into shares	6	WANG Lihua (汪立華)	358.0920	5.9682	By conversion of net assets into shares
7	SONG Hongquan (宋虹詮)	306.9360	5.1156	By conversion of net assets into shares	7	SONG Hongquan (宋虹詮)	306.9360	5.1156	By conversion of net assets into shares
8	Zhejiang Tianyi Venture Investment Co., Ltd. (浙江天易創業投資有限公司)	180.0000	3.0000	By conversion of net assets into shares	8	Zhejiang Tianyi Venture Investment Co., Ltd. (浙江天易創業投資有限公司)	180.0000	3.0000	By conversion of net assets into shares
9	Hangzhou Dijing Investment Management Partnership (Limited Partnership) (杭州帝景投資管理合夥企業(有限合伙))	58.0020	0.9667	By conversion of net assets into shares	9	Hangzhou Dijing Investment Management Partnership (Limited Partnership) (杭州帝景投資管理合夥企業(有限合伙))	58.0020	0.9667	By conversion of net assets into shares
10	Hangzhou Jiachi Investment Management Partnership (Limited Partnership) (杭州嘉馳投資管理合夥企業(有限合伙))	46.3980	0.7733	By conversion of net assets into shares	10	Hangzhou Jiachi Investment Management Partnership (Limited Partnership) (杭州嘉馳投資管理合夥企業(有限合伙))	46.3980	0.7733	By conversion of net assets into shares
Total		6,000.0000	100.0000	-	Total		6,000.0000	100.0000	-

Content of the original Articles of Association	Content of the amended Articles of Association
<p><b>CHAPTER III Article 20</b></p> <p>The Company may issue not more than 115,000,000 overseas listed foreign shares to investors and convert 171,655,400 domestic shares it held into overseas listed foreign shares upon filing with the CSRC and approval by the Hong Kong Stock Exchange.</p> <p>After the abovementioned issuance of overseas listed foreign shares (<del>assuming the Over-allotment Option is not exercised</del>) and the conversion of domestic unlisted shares into overseas listed foreign shares, the share capital structure of the Company is: <b><u>478,423,400 ordinary shares, including 228,344,600 domestic unlisted shares and 250,078,800 overseas listed foreign shares; after the abovementioned issuance of overseas listed foreign shares (assuming the Over-allotment Option is fully exercised) and the conversion of domestic unlisted shares into overseas listed foreign shares, the share capital structure of the Company is: 490,186,900 ordinary shares, including 228,344,600 domestic unlisted shares and 261,842,300 overseas listed foreign shares.</u></b></p>	<p><b>CHAPTER III Article 20</b></p> <p>The Company may issue not more than 115,000,000 overseas listed foreign shares to investors and convert 171,655,400 domestic shares it held into overseas listed foreign shares upon filing with the CSRC and approval by the Hong Kong Stock Exchange.</p> <p>After the abovementioned issuance of overseas listed foreign shares and the conversion of domestic unlisted shares into overseas listed foreign shares, the share capital structure of the Company is: <b><u>490,186,900 ordinary shares, including 228,344,600 domestic unlisted shares and 261,842,300 overseas listed foreign shares.</u></b></p>

Content of the original Articles of Association	Content of the amended Articles of Association
<p><b>CHAPTER IV Article 31</b></p> <p>The Company shall establish a register of shareholders in accordance with certificates from the share registrar. The register of shareholders shall be ample evidence of holding of the Company's shares by a shareholder. Shareholders shall enjoy rights and assume obligations according to the class of shares held by him/her; shareholders who hold existing shares of the same class shall enjoy the equal rights and assume the equal obligations.</p> <p>Any shareholder who is registered on, or any person who requests to have his/her name registered on the register of shareholders may, if his/her share certificate is lost, apply to the Company for a replacement share certificate in respect of such shares. Holders of domestic shares who have lost their share certificates and apply for the issuance of replacement shall be dealt with in accordance with the relevant provisions of the Company Law. Holders of overseas listed foreign shares who have lost their share certificates and apply for replacement may be dealt with in accordance with the laws, rules of the stock exchange or other relevant regulations of the place where the original register of shareholders of overseas listed foreign shares is kept.</p> <p>If any of the laws and regulations <b>imposed</b> by the securities regulatory authorities of the place where the Company's shares are listed and stock exchanges provide for the suspension of the registration of share transfers, such regulations shall prevail.</p>	<p><b>CHAPTER IV Article 31</b></p> <p>The Company shall establish a register of shareholders in accordance with certificates from the share registrar. The register of shareholders shall be ample evidence of holding of the Company's shares by a shareholder. Shareholders shall enjoy rights and assume obligations according to the class of shares held by him/her; shareholders who hold existing shares of the same class shall enjoy the equal rights and assume the equal obligations.</p> <p>Any shareholder who is registered on, or any person who requests to have his/her name registered on the register of shareholders may, if his/her share certificate is lost, apply to the Company for a replacement share certificate in respect of such shares. Holders of domestic shares who have lost their share certificates and apply for the issuance of replacement shall be dealt with in accordance with the relevant provisions of the Company Law. Holders of overseas listed foreign shares who have lost their share certificates and apply for replacement may be dealt with in accordance with the laws, rules of the stock exchange or other relevant regulations of the place where the original register of shareholders of overseas listed foreign shares is kept.</p> <p>If any of the laws and regulations <b>enacted</b> by the securities regulatory authorities of the place where the Company's shares are listed and stock exchanges provide for the suspension of the registration of share transfers, such regulations shall prevail.</p>

Content of the original Articles of Association	Content of the amended Articles of Association
<p><b>CHAPTER IV Article 68</b></p> <p>The general meeting shall be presided by the chairman of the Board of Directors. Where the chairman of the Board of Directors is unable to or fails to perform his/her duty, <b><u>the vice chairman of the Board of Directors shall preside.</u></b> Where the vice chairman of the Board of Directors is unable or fails to perform his/her duties, a director elected by more than one-half of all directors shall preside over the meeting.</p>	<p><b>CHAPTER IV Article 68</b></p> <p>The general meeting shall be presided by the chairman of the Board of Directors. Where the chairman of the Board of Directors is unable to or fails to perform his/her duty, the vice chairman of the Board of Directors <b><u>elected by more than one-half of all directors</u></b> shall preside. Where the vice chairman of the Board of Directors is unable or fails to perform his/her duties, a director elected by more than one-half of all directors shall preside over the meeting.</p>
<p><b>CHAPTER V Article 106</b></p> <p>The Board of Directors shall consist of nine directors, <b><u>with one chairman and two vice chairmen.</u></b> At all times, the Board of Directors shall have more than one-third independent directors, and the total number of independent directors shall not be less than three. At least one independent director shall have appropriate professional qualifications in line with regulatory requirements or be equipped with appropriate accounting or relevant financial management expertise. The term of office of an independent director shall not exceed nine years.</p>	<p><b>CHAPTER V Article 106</b></p> <p>The Board of Directors shall consist of nine directors, <b><u>including three independent directors. The board of directors shall have one chairman and two vice chairmen.</u></b> At all times, the Board of Directors shall have more than one-third independent directors, and the total number of independent directors shall not be less than three. At least one independent director shall have appropriate professional qualifications in line with regulatory requirements or be equipped with appropriate accounting or relevant financial management expertise. The term of office of an independent director shall not exceed nine years.</p>

Content of the original Articles of Association	Content of the amended Articles of Association
<p><b>CHAPTER V Article 108</b></p> <p>The Board of Directors of the Company has established the Audit Committee, and shall establish the relevant special committees such as the Nomination Committee and Remuneration Committee as necessary. The special committees shall be accountable to the Board of Directors and perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors, and their proposals shall be submitted to the Board of Directors for consideration and approval. Each special committee shall be comprised of at least three members, who are all directors, in which the independent directors shall account for more than half of the members of Nomination Committee and Remuneration Committee, in which an independent director shall serve as the chairman (convener) of the Remuneration Committee, and <del>the chairman of the Board of Directors or</del> an independent director shall serve as the chairman (convener) of the Nomination Committee. All members of the Audit Committee shall be the non-executive directors (including independent directors), of which at least one independent director shall possess the appropriate professional qualifications required by the Hong Kong Listing Rules, or have appropriate accounting or related expertise in financial management. The person in charge of each special committee shall be appointed by the Board of Directors.</p>	<p><b>CHAPTER V Article 108</b></p> <p>The Board of Directors of the Company has established the Audit Committee, and shall establish the relevant special committees such as the Nomination Committee and Remuneration Committee as necessary. The special committees shall be accountable to the Board of Directors and perform their duties in accordance with the Articles of Association and the authorization of the Board of Directors, and their proposals shall be submitted to the Board of Directors for consideration and approval. Each special committee shall be comprised of at least three members, who are all directors, in which the independent directors shall account for more than half of the members of Nomination Committee and Remuneration Committee, in which an independent director shall serve as the chairman (convener) of the Remuneration Committee, and <u>an independent director</u> shall serve as the chairman (convener) of the Nomination Committee. All members of the Audit Committee shall be the non-executive directors (including independent directors), of which at least one independent director shall possess the appropriate professional qualifications required by the Hong Kong Listing Rules, or have appropriate accounting or related expertise in financial management. The person in charge of each special committee shall be appointed by the Board of Directors.</p>



Content of the original Articles of Association	Content of the amended Articles of Association
<p>The Board of Directors is responsible for the compilation of the rules of procedure and regulation of operation of each special committee, which regulate the formation, terms of reference and procedure of special committees, and regulate the operation of the special committees.</p> <p>Special committees of the Board of Directors are designated organizations under the Board of Directors, which provide suggestions or consulting opinions to the Board of Directors on material decision-making. Special committees shall not make any decision in the name of the Board of Directors, but can exercise the right of decision-making on authorized matters in accordance with the special authorization from the Board of Directors.</p> <p>Each special committee could engage an intermediary to provide professional opinion in accordance with the actual needs at the expense of the Company.</p> <p>Each special committee shall be accountable to the Board of Directors and report its work to the same.</p>	<p>The Board of Directors is responsible for the compilation of the rules of procedure and regulation of operation of each special committee, which regulate the formation, terms of reference and procedure of special committees, and regulate the operation of the special committees.</p> <p>Special committees of the Board of Directors are designated organizations under the Board of Directors, which provide suggestions or consulting opinions to the Board of Directors on material decision-making. Special committees shall not make any decision in the name of the Board of Directors, but can exercise the right of decision-making on authorized matters in accordance with the special authorization from the Board of Directors.</p> <p>Each special committee could engage an intermediary to provide professional opinion in accordance with the actual needs at the expense of the Company.</p> <p>Each special committee shall be accountable to the Board of Directors and report its work to the same.</p>
<p><b>CHAPTER V Article 114</b></p> <p>In the event that the chairman of the Board of Directors cannot or does not perform his/her duties, <b><u>the vice chairman</u></b> shall perform such duties. In the event that the vice chairman cannot or does not perform his/her duties, a director nominated by half or more of the directors shall perform such duties.</p>	<p><b>CHAPTER V Article 114</b></p> <p>In the event that the chairman of the Board of Directors cannot or does not perform his/her duties, the vice chairman <b><u>nominated by half or more of the directors</u></b> shall perform such duties. In the event that the vice chairman cannot or does not perform his/her duties, a director nominated by half or more of the directors shall perform such duties.</p>

Content of the original Articles of Association	Content of the amended Articles of Association
<p><b>CHAPTER VI Article 125</b></p> <p>The Company shall have one general manager, <b><u>who shall be appointed or dismissed by the Board of Directors.</u></b></p> <p>The Company shall have a chief financial officer and a secretary to the Board of Directors. <b><u>The general manager, chief financial officer and secretary to the Board of Directors are the senior management of the Company.</u></b></p>	<p><b>CHAPTER VI Article 125</b></p> <p>The Company shall have one general manager, <b><u>and three deputy general managers, who shall be appointed or dismissed by the Board of Directors.</u></b></p> <p>The Company shall have a persons-in-charge of finance and a secretary to the Board of Directors. <b><u>The general manager, deputy general manager, persons-in-charge of finance and secretary to the Board of Directors are the senior management of the Company.</u></b></p>
<p><b>CHAPTER VII Article 138</b></p> <p>The supervisors shall observe the laws, administrative regulations, the listing rules of the place where the Company's shares are listed and the Articles of Association and perform the obligations faithfully and diligently. They shall not abuse their authority of office to accept any bribes or other illegal income or to seize the assets of the Company. The supervisors must possess the personality, experience and character suitable for being a supervisor, and shall prove that he/she possesses qualified competence <b><u>for being</u></b> a supervisor.</p>	<p><b>CHAPTER VII Article 138</b></p> <p>The supervisors shall observe the laws, administrative regulations, the listing rules of the place where the Company's shares are listed and the Articles of Association and perform the obligations faithfully and diligently. They shall not abuse their authority of office to accept any bribes or other illegal income or to seize the assets of the Company. The supervisors must possess the personality, experience and character suitable for being a supervisor, and shall prove that he/she possesses qualified competence <b><u>for being</u></b> a supervisor.</p>

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## NOTICE OF THE EGM

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# MAOGEPING

BEAUTY

**MAO GEPING COSMETICS CO., LTD.**

**毛戈平化妆品股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 1318)**

### **NOTICE OF THE 2025 FIRST EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2025 first extraordinary general meeting (the “EGM”) of Mao Geping Cosmetics Co., Ltd. (the “**Company**”) will be held at 10:30 a.m. on Thursday, February 13, 2025 at Conference Room 1, 10th Floor, Wanyin Building, Shangcheng District, Hangzhou City, Zhejiang Province, PRC for the purposes of considering and, if thought fit, passing the following resolutions:

#### **ORDINARY RESOLUTION**

1. To consider and approve the proposed re-appointment of overseas auditor.

#### **SPECIAL RESOLUTION**

2. To consider and approve the proposed amendments to the articles of association of the Company.

By order of the Board

**Mao Geping Cosmetics Co., Ltd.**

**MAO Geping**

*Chairman of the Board and Executive Director*

Hong Kong, January 24, 2025

*As of the date of this announcement, the board of directors of the Company comprises: (i) Mr. MAO Geping, Ms. WANG Liqun, Ms. MAO Niping, Ms. MAO Huiping, Mr. WANG Lihua and Ms. SONG Hongquan as executive directors; and (ii) Mr. GU Jiong, Mr. HUANG Hui and Mr. LI Hailong as independent non-executive directors.*

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# NOTICE OF THE EGM

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*Notes:* Details of the resolutions are set out in the circular of the Company dated January 24, 2024 (the “**Circular**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as defined in the Circular.

**1. Closure of register for H Shares and eligibility for attending and voting at the EGM**

For the purpose of determining the entitlement of the holders of H Shares to attend and vote at the EGM, the register of holders of H shares of the Company will be closed from February 10, 2025 to February 13, 2025 (both days inclusive), during which period no transfer of H shares of the Company will be registered. Shareholders of the Company whose names appear on the register of members of the Company on February 13, 2025 will be entitled to attend and vote at the EGM. Holders of H shares of the Company who intend to attend the EGM must deliver their transfer documents together with the relevant share certificates to Computershare Hong Kong Investor Services Limited, the registrar of H shares of the Company, at Shops 1712-16, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on February 7, 2025.

**2. Proxy**

Shareholders entitled to attend and vote at the EGM may appoint one or more proxies to attend and vote in their stand. A proxy needs not be a Shareholder.

The instrument appointing a proxy must be in writing under the hand of a Shareholder or his/her attorney duly authorized in writing. If the Shareholder is a corporate body, the proxy form must be either executed under its common seal or under the hand of its director(s) or duly authorized attorney(s). If the proxy form is signed by an attorney of the Shareholder, the power of attorney authorizing that attorney to sign or other authorization documents must be notarized.

For holders of H Shares, the proxy form together with the power of attorney or other authorization document (if any) must be lodged with the Company’s H share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong; and for holders of Unlisted Shares, the form of proxy should be returned to the Company’s head office and principal place of business in the PRC at Room 1001, Wanyin Building, Shangcheng District, Hangzhou, Zhejiang, by personal delivery or by post, as soon as possible but in any event not less than 24 hours before the time fixed for holding the EGM (i.e. no later than 10:30 a.m. on Wednesday, February 12, 2025) or any adjournment thereof (as the case may be) in order to be valid. Whether or not you are able to attend the EGM, you are advised to read the notice of the EGM and to complete and return the proxy form in accordance with the instructions printed thereon not less than 24 hours before the time fixed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the proxy form will not preclude you from attending the EGM and voting in person if you so wish.

**3. Address and telephone number of the Company’s head office and principal place of business in the PRC**

Address: 10th Floor  
Wanyin Building  
Shangcheng District  
Hangzhou  
Zhejiang Province  
PRC

Telephone: +86 0571-8792 6998

**4. Procedures for voting at the EGM**

Any vote of the Shareholders at the EGM must be taken by poll.

**5. Other business**

Shareholders (in person or by proxy) attending the EGM are responsible for their own transportation and accommodation expenses. Shareholders or their proxies attending the EGM shall produce their identity documents.

**6. References to time and dates in this notice are to Hong Kong time and dates.**