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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)**

**POLL RESULTS OF THE 2024 ANNUAL GENERAL MEETING,  
APPOINTMENT OF MEMBERS OF FOURTH SESSION OF THE BOARD,  
APPOINTMENT OF CHAIRMAN, VICE CHAIRPERSON,  
SENIOR MANAGEMENT AND MEMBERS OF COMMITTEES  
OF THE BOARD,  
PAYMENT OF FINAL DIVIDEND,  
AMENDMENT TO THE ARTICLES OF ASSOCIATION  
AND  
DISSOLUTION THE SUPERVISORY COMMITTEE**

The board (the “**Board**”) of directors (the “**Director(s)**”) of Mao Geping Cosmetics Co., Ltd. (the “**Company**”) is pleased to announce that the 2024 annual general meeting (the “**AGM**”) was held at 2:30 p.m. on Tuesday, May 13, 2025 at the Conference Room 1, 10th Floor, Wanyin Building, Shangcheng District, Hangzhou City, Zhejiang Province, PRC.

Reference is made to the circular of the Company (the “**Circular**”) dated April 22, 2025. Unless the context otherwise requires, the terms used in this announcement shall have the same meanings as those defined in the Circular.

## **I. ATTENDANCE OF THE AGM**

The AGM was chaired by Mr. MAO Geping, the Chairman of the Board. The Board comprises nine members, of whom Mr. MAO Geping, Ms. WANG Liqun, Ms. MAO Niping, Ms. MAO Huiping, Mr. WANG Lihua and Ms. SONG Hongquan as executive Directors, and Mr. GU Jiong, Mr. HUANG Hui and Mr. LI Hailong, as independent non-

executive Directors, attended the AGM in person. Voting at the AGM was conducted by way of poll. The AGM was convened and held in accordance with the applicable PRC laws and regulations, the Listing Rules and the Articles of Association.

As at the date of the AGM, the total number of issued Shares of the Company was 490,186,900, including 228,344,600 Unlisted Shares and 261,842,300 H Shares, being the total number of Shares entitling the holders to attend and vote for or against or abstain from voting in respect of the resolution at the AGM. Shareholders and their proxies holding 391,435,825 Shares with voting rights in aggregate, representing approximately 79.854403% of the total issued Shares of the Company, attended the AGM.

Having made all reasonable inquiries and to the best knowledge, information and belief of the Board, no Shareholder had any material interests in the matters considered at the AGM and was required to abstain from voting at the AGM. There were no Shares entitling the holders to attend and abstain from voting in favour of the resolutions at the AGM as required by Rule 13.40 of the Listing Rules. No Shareholder has stated his/her/its intention in the Circular to vote against or to abstain from voting on any resolutions proposed at the AGM.

Computershare Hong Kong Investor Services Limited, the H share registrar of the Company, acted as the scrutineer at the AGM.

## POLL RESULTS OF THE AGM

ORDINARY RESOLUTIONS		Number of Votes (approximate percentage (%))		
		For	Against	Abstain
1.	To consider and approve the 2024 annual report;	388,666,125 (99.292426%)	– (0.000000%)	2,769,700 (0.707574%)
2.	To consider and approve the 2024 profit distribution plan;	388,665,425 (99.292247%)	– (0.000000%)	2,770,400 (0.707753%)
3.	To consider and approve the proposed re-appointment of overseas auditor for the year 2025;	388,224,025 (99.179482%)	19,700 (0.005033%)	3,192,100 (0.815485%)
4.	To consider and approve the election of non-employee representative Directors for the fourth session of the Board of the Company;	/		

ORDINARY RESOLUTIONS		Number of Votes (approximate percentage (%))		
		For	Against	Abstain
4.01	To propose the appointment of Mr. MAO Geping as an executive Director for the fourth session of the Board of the Company;	387,569,879 (99.012368%)	673,846 (0.172147%)	3,192,100 (0.815485%)
4.02	To propose the appointment of Ms. MAO Niping as an executive Director for the fourth session of the Board of the Company;	388,543,679 (99.261144%)	121,746 (0.031102%)	2,770,400 (0.707753%)
4.03	To propose the appointment of Ms. MAO Huiping as an executive Director for the fourth session of the Board of the Company;	387,509,579 (98.996963%)	1,155,846 (0.295284%)	2,770,400 (0.707753%)
4.04	To propose the appointment of Mr. WANG Lihua as an executive Director for the fourth session of the Board of the Company;	388,569,479 (99.267735%)	95,946 (0.024511%)	2,770,400 (0.707753%)
4.05	To propose the appointment of Ms. SONG Hongquan as an executive Director for the fourth session of the Board of the Company;	388,629,779 (99.283140%)	35,646 (0.009106%)	2,770,400 (0.707753%)
4.06	To propose the appointment of Mr. GU Jiong as an independent non executive Director for the fourth session of the Board of the Company;	388,003,824 (99.123228%)	661,601 (0.169019%)	2,770,400 (0.707753%)
4.07	To propose the appointment of Mr. HUANG Hui as an independent non-executive Director for the fourth session of the Board of the Company;	388,665,425 (99.292247%)	– (0.000000%)	2,770,400 (0.707753%)
4.08	To propose the appointment of Mr. LI Hailong as an independent non-executive Director for the fourth session of the Board of the Company;	388,608,125 (99.277608%)	57,300 (0.014638%)	2,770,400 (0.707753%)
5.	To consider and approve the remuneration of the Directors and senior management for 2025;	388,649,579 (99.288199%)	15,846 (0.004048%)	2,770,400 (0.707753%)
SPECIAL RESOLUTIONS		For	AGAINST	ABSTAIN
6.	To consider and approve the proposed amendments to the Articles of Association;	388,665,425 (99.292247%)	– (0.000000%)	2,770,400 (0.707753%)
7.	To consider and approve the grant of a general mandate to the Board to issue H shares.	384,332,947 (98.185430%)	4,332,478 (1.106817%)	2,770,400 (0.707753%)

As more than half of the votes from the Shareholders (including their proxies) attending the AGM were cast in favour of resolutions numbered one to five above, such resolutions were duly passed as ordinary resolutions at the AGM.

As more than two thirds of the votes from the Shareholders (including their proxies) attending the AGM were cast in favour of resolutions numbered six to seven above, such resolutions were duly passed as special resolutions at the AGM.

## II. APPOINTMENT OF MEMBERS OF FOURTH SESSION OF THE BOARD

In view of expiry of the term of office of the third session of the Board, after being considered and approved at the AGM, Mr. MAO Geping, Ms. MAO Niping, Ms. MAO Huiping, Mr. WANG Lihua and Ms. SONG Hongquan were elected as the non-employee executive Directors of the fourth session of the Board, and Mr. GU Jiong, Mr. HUANG Hui and Mr. LI Hailong were elected as the independent non-executive Directors of the fourth session of the Board. Biographies details of the above Directors are set out in the Circular. As of the date of this announcement, there has been no change in the biographical details since they were disclosed in the Circular.

The Board further announces that, upon election by the employee representative meeting of the Company, Ms. WANG Liqun (“**Ms. Wang**”) has been appointed as an employee executive Director, with her term of office being the same as that of the other Directors of the fourth session of the Board. Biographies details of the Ms. Wang are set out below.

**Ms. WANG Liqun** (汪立群), aged 53, is an executive Director, the vice chairperson of the Board and the co-founder of Zhejiang Mao Geping Institute of Makeup Artistry. Prior to joining our Group, Ms. Wang was an actress at the Zhejiang Yue Opera Troupe from October 1991 to September 2000. In 2000, Ms. Wang assisted Mr. Mao to establish Zhejiang Mao Geping Institute of Makeup Artistry. From September 2000 to August 2010, she held the position of executive principal at the Zhejiang Mao Geping Institute of Makeup Artistry. Ms. Wang was appointed as a director of Hangzhou Mao Geping on February 13, 2011, a Director and the vice chairperson of the Board on December 16, 2015 and was re-designated as an executive Director on April 1, 2024. She has served as the general manager of Mao Geping Image Design since August 2010.

Ms. Wang was honored with the “United Nations 2018 Global Business Excellence Contribution Female Entrepreneur” award at the 62nd session of the United Nations Commission on the Status of Women in March 2018. In May 2019, she was awarded the “Outstanding Leadership Award” by the Hangzhou Women Entrepreneurs Association. In December 2020, Ms. Wang was awarded the “Advanced Individual for Donations in Fighting the Epidemic and Poverty Alleviation in 2020” by the Hangzhou Cixi Chamber of Commerce. In October 2023, she was honored as a torchbearer for the 4th Hangzhou Asian Para Games.

Ms. Wang completed the business enterprise management program at International Business University of Beijing in the PRC, in July 2001. In December 2003, she received the Level Three/Senior Vocational Qualification Certificate (Makeup Artist) from the Hangzhou Bureau of Labor and Social Security. She obtained a Level One/Senior Vocational Qualification Certificate (Beautician) from the Zhejiang Provincial Department of Human Resources and Social Security in December 2006. In February 2007, she was granted a Training Teacher Qualification Certificate by the Zhejiang Provincial Department of Human Resources and Social Security. In December 2012, she received a Level Three/Senior Vocational Qualification Certificate (Image Designer) from the Zhejiang Provincial Department of Human Resources and Social Security. In November 2018, Ms. Wang obtained a Referee Certificate (Beautician/Makeup) in the vocational skills competition by the China General Chamber of Commerce. Ms. Wang is the spouse of Mr. Mao Geping and the elder sister of Mr. Wang Lihua.

The Company will enter into a service agreement with Ms. Wang for a term of three years commencing from the date of her appointment. Ms. Wang is entitled to receive an annual fixed remuneration of RMB2,280,000, plus a performance-based bonus to be determined according to the Company’s relevant policies and overall performance.

As at the date of this announcement, Ms. Wang was interested or deemed to be interested in 143,236,800 Unlisted Shares and 85,818,400 H Shares pursuant to Part XV of the SFO.

Save as disclosed above, as at the date of this announcement, Ms. Wang has confirmed that (1) she has not held any directorships in other listed companies in the last three years and does not have any other major appointments or professional qualifications; (2) she does not hold any position in the Company or any of its subsidiaries; and (3) she does not have any relationship with any directors, supervisors, senior management, substantial shareholders or controlling shareholders of the Company and any of its subsidiaries.

Save as disclosed above, there is no other information relating to Ms. Wang that is required to be disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules, and there are no other matters relating to her that need to be brought to the attention of the Shareholders.

### **III. APPOINTMENT OF CHAIRMAN, VICE CHAIRPERSON, SENIOR MANAGEMENT AND MEMBERS OF COMMITTEES OF THE BOARD**

On 13 May 2025, the Board resolved that Mr. MAO Geping was elected as the chairman of the fourth session of the Board and Ms. WANG Liqun and Ms. MAO Niping were elected as the vice chairperson of the fourth session of the Board for a term from the date of this announcement to the date of expiry of the term of office of the fourth session of the Board.

On 13 May 2025, the Board resolved to appoint Ms. SONG Hongquan as the president of the Company, Ms. MAO Niping and Ms. MAO Huiping as the senior vice presidents of the Company, Mr. WANG Lihua as the vice president of the Company, Mr. DONG Leqin as the secretary to the Board, and Mr. XU Weiguo as the finance director of the Company for a term from the date of this announcement to the date of expiry of the term of office of the fourth session of the Board.

The biographical details of Mr. MAO Geping, Ms. MAO Niping, Ms. MAO Huiping, Mr. WANG Lihua and Ms. SONG Hongquan are set out in the Circular. As of the date of this announcement, there has been no change in the relevant biographical details since their disclosure in the Circular. The biographical details of Mr. DONG Leqin and Mr. XU Weiguo are set out below.

**Mr. XU Weiguo (徐衛國)**, aged 48, joined our Group in April 2011 and has served as the finance director of our Company since then.

Prior to joining our Group, Mr. Xu worked at Bright Dairy & Food Co., Ltd. from July 1999 to July 2006 with his last position as the finance manager. Mr. Xu also served as an assistant to the finance director and an accounting manager at PepsiCo Beverages Co., Ltd. (百事可樂飲料有限公司) from August 2006 to December 2006 and the chief financial officer at Jinyao (Shanghai) Business Management Co., Ltd. (金瑤(上海)商業管理有限公司) from December 2007 to April 2009.

Mr. Xu obtained his bachelor's degree in economics at Fudan University in the PRC in June 1999 and his master's degree in finance from Fudan University in the PRC, in June 2007. Mr. Xu received his certified public accountant certificate (CPA) from the Shanghai Institute of Certified Public Accountants in December 2003.

**Mr. DONG Leqin (董樂勤)**, aged 41, joined our Group in December 2014 and has served as the secretary of the Board and head of legal department of our Company since then. He was appointed as one of our joint company secretaries in April 2024.

Prior to joining our Group, Mr. Dong served as the office secretary and a deputy general manager of Longzai Travel (龍在旅途) business department of Zhejiang International Tourism Group Co., Ltd. (浙江國際旅遊集團有限公司) from May 2005 to July 2013. Mr. Dong served as the manager of the securities investment department from July 2007 to April 2009, the secretary of the board of directors, the director of the human resources and the head of legal department at Zhejiang Tourism Holdings Co., Ltd. (浙旅控股股份有限公司) from May 2009 to June 2013. Mr. Dong also served as an operation director at Anhui Endu Good Co., Ltd. (安徽恩度食品有限公司) from July 2013 to September 2014.

Mr. Dong obtained his bachelor's degree in tourism management from Nankai University in the PRC in June 2005 and his master's degree in law from Zhejiang University in the PRC in December 2013. In February 2009, Mr. Dong obtained the legal professional qualification certificate issued by the Ministry of Justice of the PRC. In July 2009, Mr. Dong obtained the qualification certificate for board secretaries from the Shenzhen Stock Exchange. In June 2010, Mr. Dong obtained the certificate of second-level enterprise human resources manager issued by the Ministry of Human Resources and Social Security of the PRC. In September 2016, Mr. Dong obtained the qualification certificate for board secretaries from the Shanghai Stock Exchange. In January 2024, Mr. Dong was admitted as a Certified Management Accountant by the Institute of Management Accountants, United States of America.

The Board further resolved that the composition of the committees under the Board be as follows:

- (1) members of the Audit Committee: Mr. GU Jiong, Mr. HUANG Hui, Mr. LI Hailong; and Mr. GU Jiong shall serve as the chairman of the committee.
- (2) members of the Nomination Committee: Mr. MAO Geping, Ms. MAO Niping, Mr. GU Jiong, Mr. HUANG Hui, Mr. LI Hailong; and Mr. LI Hailong shall serve as the chairman of the committee.
- (3) members of the Remuneration Committee: Mr. MAO Geping, Ms. MAO Huiping, Mr. GU Jiong, Mr. HUANG Hui, Mr. LI Hailong; and Mr. LI Hailong shall serve as the chairman of the committee.

#### **IV. PAYMENT OF FINAL DIVIDEND**

Resolution relating to the declaration and payment of a final dividend of RMB0.72 per Share (tax inclusive) for the year ended December 31, 2024 were approved at the AGM (the “**Final Dividend**”). The Final Dividend will be paid by the Company on Tuesday, July 8, 2025 to Shareholders whose names appear on the register of members of the Company on Wednesday, May 21, 2025.

The Final Dividend will be denominated and declared in Renminbi, will be paid to the Shareholders holding Unlisted Shares of the Company in Renminbi, will be paid to the Shareholders holding H shares of the Company through Hong Kong Stock Connect and H Share “Full Circulation” in Renminbi, and will be paid to the other H Shareholders in Hong Kong dollars. The exchange rate for dividend to be paid in Hong Kong dollars shall be calculated on the basis of HKD1 = RMB0.928134, being the average rate of Renminbi against Hong Kong dollars for the five working days preceding the date of declaration of such dividend at the AGM (i.e. Tuesday, May 13, 2025) as announced by the People’s Bank of China. Accordingly, a Final Dividend of HKD0.775750 (tax inclusive) per H Share is payable to other H Shareholders other than Shareholders through Hong Kong Stock Connect and the H Share “Full Circulation”.

In order to determine the list of Shareholders who are entitled to the Final Dividend, the H Share register will be closed from Monday, May 19, 2025 to Wednesday, May 21, 2025 (both days inclusive), during which period no transfer of H Shares will be registered. In order to be entitled to 2024 final dividend distribution, H Shareholders who have not registered the related transfer documents are required to lodge all transfer documents together with relevant share certificates at the H share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong by no later than 4:30 p.m. on Friday, May 16, 2025.

For details of withholding of income tax, please refer to the part headed “Withholding and Payment of Dividends Income Tax” of the 2024 annual report of the Company.

#### **V. AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The resolution on the amendments to the Articles of Association was approved at the AGM and took immediate effect. The full set of amended Articles of Association will be 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)).

## VI. DISSOLUTION THE SUPERVISORY COMMITTEE AND RESIGNATION OF SUPERVISORS

The Board announces that, in accordance with “The Company Law of the People’s Republic of China” (《中華人民共和國公司法》) which has taken into effect on July 1, 2024 (the “**New Company Law**”), and the amended Articles of Association, the Company dissolves the Supervisory Committee of the Company, following which the duties and powers of the Supervisory Committee shall be taken up by the Audit Committee of the Board. Hence, each of Ms. GAO Yan, Ms. WU Meijuan and Mr. YANG Weiqing (the “**Supervisors**”) ceased to be the Supervisor with effect from May 13, 2025. Each of the Supervisors has confirmed that he or she has no disagreement with the Board or the Supervisory Committee and there is no matter relating to his or her resignation as a Supervisor that needs to be brought to the attention of the Shareholders or the Stock Exchange.

The Board would like to express heartfelt gratitude to each of the Supervisors for their valuable contributions and services to the Company during their tenures as Supervisors.

By order of the Board  
**Mao Geping Cosmetics Co., Ltd.**  
**MAO Geping**

*Chairman of the Board and Executive Director*

Hong Kong  
May 13, 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.*