
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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)

- (1) PROPOSED ADOPTION OF THE RESTRICTED SHARE
UNIT INCENTIVE SCHEME;**
- (2) PROPOSED AUTHORIZATION TO THE BOARD AND/OR ITS
AUTHORIZED PERSON TO HANDLE ALL MATTERS PERTAINING
TO THE RESTRICTED SHARE UNIT INCENTIVE SCHEME;**
- (3) PROPOSED ADOPTION OF THE IMPLEMENTATION MEASURES FOR
PERFORMANCE ASSESSMENT OF THE RESTRICTED
SHARE UNIT INCENTIVE SCHEME;**
- AND**
- (4) NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING**
-

A letter from the Board is set out on pages 4 to 14 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, December 4, 2025 at 2:00 p.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) and the website of the Company (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 2:00 p.m. on Wednesday, December 3, 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.

November 17, 2025

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	4
APPENDIX I – IMPLEMENTATION MEASURES FOR PERFORMANCE ASSESSMENT OF THE RESTRICTED SHARE UNIT INCENTIVE SCHEME.....	I-1
NOTICE OF THE EGM	EGM-1

DEFINITIONS

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

“Adoption Date”	the date on which the Restricted Share Unit Incentive Scheme is approved and adopted by Shareholders at the Company’s 2025 second extraordinary general meeting
“Articles of Association”	the articles of association of the Company, as amended from time to time
“Authorized Person”	any authorized person(s) appointed by the Board from time to time to manage the Scheme
“Board”	the board of Directors
“China” or “PRC”	the People’s Republic of China, for the purpose of this circular and for geographical reference only and except where the context requires, references to “China” and the “PRC” in this circular do not include Hong Kong, the Macao Special Administrative Region of the PRC or Taiwan
“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)
“Condition of Grant”	the conditions under which the Company and the Participants may be granted Restricted Share Unit under this plan shall be subject to certain conditions being satisfied
“Director(s)”	the director(s) of the Company
“EGM”	the 2025 second extraordinary general meeting of the Company to be held at Conference Room 1, 10th Floor, Wanyin Building, Shangcheng District, Hangzhou City, Zhejiang Province, the PRC on Thursday, December 4, 2025 at 2:00 p.m.
“Grant Date”	the date on which the Company grants the Restricted Share Unit to the Participants, which must be a business day
“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 listed and traded on the Stock Exchange

DEFINITIONS

“H Share Registrar”	Computershare Hong Kong Investor Services Limited
“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
“Participants”	participants selected by the Company who meet the relevant conditions for equity incentives and have been granted Restricted Share Unit
“RMB” or “Renminbi”	the lawful currency of the PRC
“Restricted Share Unit”	restricted share unit(s) conferring the grantee a conditional right to receive H Shares upon Vesting
“Returned Share(s)”	such Award Share(s) which are not vested and/or lapsed, revoked or forfeited, or such H Shares being deemed to be Returned Shares, in accordance with the Scheme Rules
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary shares in the capital of the Company with a nominal value of RMB0.50 each, 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
“the Scheme” or “the Incentive Scheme” or “the Restricted Share Unit Incentive Scheme”	a restricted share unit incentive scheme to be considered and approved by the Shareholders at the EGM
“Trust”	the trust set up for the purpose of the Scheme
“Trustee”	trustee(s) appointed for the purpose of the Scheme
“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

DEFINITIONS

“Vesting”	upon the Participants meeting the conditions stipulated in the Scheme, the Company shall register the corresponding H Shares into a dedicated account
“Vesting Conditions”	the vesting conditions that must be satisfied by Participants to obtain Restricted Share Unit established under the Restricted Share Unit Incentive Scheme
“Vesting Date”	the date on which Restricted Share Unit are vested to the Participants upon meeting Vesting Conditions

LETTER FROM THE BOARD

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

November 17, 2025

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED ADOPTION OF THE RESTRICTED SHARE
UNIT INCENTIVE SCHEME;**

**(2) PROPOSED AUTHORIZATION TO THE BOARD AND/OR ITS
AUTHORIZED PERSON TO HANDLE ALL MATTERS PERTAINING
TO THE RESTRICTED SHARE UNIT INCENTIVE SCHEME;**

**(3) PROPOSED ADOPTION OF THE IMPLEMENTATION MEASURES FOR
PERFORMANCE ASSESSMENT OF THE RESTRICTED
SHARE UNIT INCENTIVE SCHEME;**

AND

(4) NOTICE OF THE 2025 SECOND EXTRAORDINARY GENERAL MEETING

LETTER FROM THE BOARD

I. INTRODUCTION

With reference to the announcement of the Company dated November 12, 2025, this circular is intended to provide you with the notice of the 2025 second EGM and further information in relation to (i) the proposed adoption of the Restricted Share Unit Incentive Scheme; (ii) the proposed authorization to the Board and/or its Authorized Person to handle all matters pertaining to the Restricted Share Unit Incentive Scheme; and (iii) the proposed adoption of the implementation measures for performance assessment of the Restricted Share Unit Incentive Scheme, to enable you to make an informed decision on the resolutions to be presented at the EGM.

II. PROPOSED ADOPTION OF THE RESTRICTED SHARE UNIT INCENTIVE SCHEME

The Board has resolved at a meeting of the Board held on November 12, 2025 to propose the adoption of the Restricted Share Unit Incentive Scheme. The Restricted Share Unit Incentive Scheme shall become effective upon approval by the Shareholders at the EGM. A summary of the principal rules of the Scheme (the “**Scheme Rules**”) is set out below:

(A) Purposes

The purposes of the Restricted Share Unit Incentive Scheme are:

- (i) to further establish and improve the Company’s long-term incentive mechanism and fully stimulate the enthusiasm of core employees; and
- (ii) to build a business community where the interests of the Shareholders, the Company, and individual managers are effectively aligned, working together to promote the Company’s sustained and healthy development.

(B) Duration

The Scheme shall be valid and effective for a period of six (6) years commencing on the Adoption Date, after which period no further Restricted Share Unit may be granted, but the terms of the Scheme shall remain in full force and effect in all other respects to the extent necessary to give effect to the vesting of any Restricted Share Unit made prior thereto. The Scheme may be terminated early only as otherwise provided in the Scheme.

LETTER FROM THE BOARD

(C) Administration

The Scheme shall be subject to the administration of the following administrative bodies:

- (i) *General Meeting.* The general meeting of the Company, as the highest organ of authority of the Company, is responsible for the consideration and approval of the implementation, amendment, and termination of the Scheme. The general meeting may, within its powers and authority, authorize the Board to handle matters relating to the Scheme.
- (ii) *The Board.* The Board shall act as the executive and administrative body for the Scheme and be responsible for the implementation of the Scheme. The president's office, acting as the department authorized by the Boards, is responsible for drafting and revising the Scheme and submitting it to the Board for review. After the Board reviews and approves the Scheme, it shall be submitted for review and approval at the general meeting of the Company. The Board and/or its Authorized Person may handle matters related to the Scheme within the scope of authorization approved at the general meeting.

(D) Participants

Participants for the Scheme must meet the following criteria:

- (i) The Participants must sign a labor contract or service agreement with the Company or its branches or subsidiaries;
- (ii) The Participants under the Scheme include the Company's senior management, middle and senior management personnel, outstanding talents in core positions deemed by the Company to have made exceptional contributions to its development, outstanding employees, and outstanding talents introduced by the Company;
- (iii) The Participants must demonstrate strong alignment with the Company's culture and values, exhibit dedication to their role, possess a strong sense of responsibility, consistently deliver outstanding performance, and be willing to continuously contribute to the Company's growth;
- (iv) Participants must demonstrate sound professional ethics and strong performance, have no violation of any laws, regulations, or company policies, and not be subject to any other legal restrictions that would disqualify them from participating in equity incentive programs; and

LETTER FROM THE BOARD

- (v) During the term of the Scheme, the Board shall have the authority to determine the specific criteria or conditions for Participants.

The Participants of the initial grant under the Scheme shall be individuals who have been employed for at least three (3) years as of the Company's listing date (i.e. December 10, 2024), or individuals who have been employed for less than three (3) years but are recognized by the Company as key person, mid-to-senior level management, or talent introduced by the Company.

(E) Scheme Mandate Limit and Grant of Awards

The maximum aggregate number of H shares that may be granted under the Scheme as Restricted Share Unit shall not exceed 3,921,495 H shares assuming there is no change in the number of issued Shares during the period from the Latest Practicable Date to the Adoption Date, representing 0.8% of the Company's issued ordinary shares as of the Adoption Date (the "**Scheme Mandate Limit**"). Awards lapsed in accordance with the terms hereof shall not be regarded as utilized for the purposes of calculating the Scheme Mandate Limit.

Subject to the provisions of the Scheme, the Board shall have the authority, including but not limited to, to grant letter of grant for Restricted Share Unit to any Participants selected by it at any time within six (6) years commencing on the Adoption Date, in accordance with the terms and conditions determined by the Board. The form of such grant letter shall be determined by the Board. The grant letter shall specify the terms and conditions of the Restricted Share Unit to be granted, including but not limited to the grant date, the manner of accepting the grant of Awards, the number of Awards granted, vesting conditions, vesting dates, grant price (if applicable), and other details, terms, and conditions deemed necessary and consistent with the Scheme.

(F) Limitations

No grant of Awards may be made in the following circumstances:

- (i) where necessary approval from applicable regulatory authorities or the general meeting of the Company has not been obtained;
- (ii) where, unless the Board and/or its Authorized Person determine otherwise, any member of the Group is required to issue a prospectus or other offering document in accordance with applicable securities laws, rules or regulations for the Award or the Scheme;
- (iii) where such Award would cause any member of the Group or its directors to be in breach of any applicable securities laws, rules or regulations in any jurisdiction;

LETTER FROM THE BOARD

- (iv) where the grant of such Award would result in a breach of the Scheme Mandate Limit;
- (v) after the expiration of the duration or early termination of the Scheme in accordance with the Scheme Rules;
- (vi) where any Director is in possession of unpublished inside information (as defined in the SFO) of the Company, or in the reasonable opinion of the Directors, there exists any inside information which is required to be disclosed pursuant to Rule 13.09(2)(a) of the Listing Rules and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the SFO, or the Directors are prohibited from dealing in accordance with the Listing Rules or any applicable laws, rules or regulations;
- (vii) within sixty (60) days (in the case of annual results) or thirty (30) days (in the case of half-year, quarterly or other interim periods) immediately preceding: (a) the date of the Board meeting approving the Company's annual, half-year, quarterly or other interim results (whether or not required by the Listing Rules) (as such date is first notified to the Stock Exchange); and (b) the deadline for the Company to publish its quarterly, interim, or annual results announcement or the date of publication of such announcement, whichever is earlier. If the Company publishes any results announcement pursuant to the Listing Rules (if applicable) after the deadline for such results announcement, the relevant period shall end on the date of the delayed publication of the results announcement; and
- (viii) in any other circumstances where dealings by selected Participant (including Directors) are prohibited under the Listing Rules, the SFO or any other applicable law or regulation or where the requisite approval from any applicable regulatory authorities has not been granted.

(G) Source of Awards and Fund

The Board of the Company and/or its Authorized Person shall, under reasonable circumstances, instruct the Trustee to purchase the Company's H shares from the secondary market. The funds for purchasing H shares shall be sourced from the Group's internal funds. The Board and/or its Authorized Person shall also instruct the Trustee on whether to utilize any returned shares to fulfill the grant of Awards. The Board and/or its Authorized Person may include any conditions or terms in the instructions issued to the Trustee for purchasing H Shares, including but not limited to a specific purchase price or price range, the maximum amount of funds to be used for purchases, and/or the maximum number of H Shares to be purchased.

LETTER FROM THE BOARD

(H) Vesting of Awards

The Board shall establish vesting conditions for Restricted Share Unit to be granted to Participants in accordance with the Company's development strategy and plans as specified in the grant letter (including but not limited to matters concerning the Company's operational objectives, financial performance, and the Participants' performance evaluation results), and shall notify the relevant Trustees and Participants. The vesting period shall be determined by the Board and set forth in the grant letter. Except as otherwise provided herein, the vesting period for any Restricted Share Unit granted shall be no less than twelve (12) months from the grant date (inclusive), unless otherwise determined by the Board in its sole discretion. Vesting procedures for the Incentive Scheme: (i) the Board shall review whether the vesting conditions for Participants under the Incentive Scheme have been satisfied prior to the vesting of Restricted Share Unit; (ii) for Participants who meet the vesting conditions, the Company shall uniformly handle the vesting procedures, with the shares held by the Trustee through the designated Trust. For Participants who fail to meet vesting conditions, the Restricted Share Unit corresponding to that batch shall be canceled; and (iii) when the Company uniformly handles the vesting of Restricted Share Unit, the vesting of shares shall be processed in accordance with the provisions of the Scheme.

(I) Lapse of Awards

The Awards will be invalidated if any of the following circumstances occur:

- (i) At the corporate level, should a change of control, merger, or division occur, the Board may, at its discretion, terminate the Scheme. If the Company fails to meet the grant or vesting conditions due to false statements, misleading statements, or material omissions in its disclosure documents, any incentive rights that have been granted but not yet vested shall immediately become void. If the Company fails to engage an accounting firm as required, receives a non-unqualified opinion on its financial statements, incurs significant regulatory penalties, or encounters circumstances where implementation of the Scheme is prohibited by law, the Scheme shall terminate, and all unvested interests shall immediately become void;
- (ii) At the individual level, if an Participant loses eligibility due to being deemed an inappropriate candidate by regulators, committing major violations of laws or regulations, losing statutory qualifications for appointment, or encountering circumstances prohibited by laws and regulations from participating in equity incentives, any rights already granted but not yet vested shall be automatically forfeited. If an Participant undergoes a change in position due to incompetence or failing performance evaluations, the Board and/or its Authorized Person may revoke their unvested Restricted Share Units. If an Participant dies, becomes permanently disabled for non-work-related reasons, voluntarily resigns, is terminated for personal reasons, joins a competitor, fails to meet performance targets, becomes insolvent, commits serious disciplinary violations, or damages the Company's interests or reputation, their unvested Restricted Share Units shall not vest and shall automatically expire; and

LETTER FROM THE BOARD

- (iii) If Participants retire normally, vested Restricted Share Unit shall remain unaffected. For Restricted Share Units granted and reaching vesting time restrictions in the year of retirement, the performance assessment period corresponding to the termination date shall no longer include individual performance metrics as Vesting Conditions, while other Vesting Conditions remain valid. All remaining unvested Restricted Share Units shall automatically expire, except where the Company rehires the individual or establishes a service relationship. If the Participants become incapacitated or die while performing their duties, their partially unvested benefits may continue to vest under specific conditions, while the remainder shall be forfeited. If the Participants become incapacitated or dies for reasons unrelated to performing their duties, the vesting of the Restricted Share Units which meet the Vesting Conditions shall remain unaffected, but unvested Restricted Share Units shall automatically be forfeited.

(J) Voting Rights and Dividends

Restricted Share Unit under the Scheme do not carry any voting rights at the Company's shareholders' meetings. Prior to vesting, the Participants shall have no rights to any cash or non-cash income, dividends, distributions, and/or proceeds from the sale of non-cash and non-physical distributions in respect of any Award Shares. The Participants acknowledge that they shall only enjoy the economic benefits of the shares upon vesting, without any voting rights, proposal rights, or other non-economic shareholder rights attached to the shares. Neither the Participants nor the Trustee may exercise any voting rights attached to any H Shares (including any Award Shares granted but not yet vested) held by the Trustee under the Trust.

(K) Alteration and Termination

Authorized by the Board, the president's office is responsible for revising the Scheme and submitting it to the Board for review. After the Board reviews and approves the Scheme, it shall be submitted to the general meeting for deliberation. The Board shall have the authority to establish or amend the Scheme and any arrangements, guidelines, procedures, and/or regulations for the administration, interpretation, implementation, and operation of the Scheme, provided that such arrangements, guidelines, procedures, and/or regulations shall not conflict with the Scheme Rules.

If the Company intends to terminate the Scheme prior to its review at the general meeting, such termination shall be subject to approval by the Board. If the Company terminates the implementation of the Scheme after it has been reviewed and approved by the meeting, such termination shall be decided by the Board.

LETTER FROM THE BOARD

III. REASONS FOR AND BENEFITS OF THE ADOPTION OF THE RESTRICTED SHARE UNIT INCENTIVE SCHEME

Please refer to the paragraph headed “II. Proposed Adoption of the Restricted Share Unit Incentive Scheme – (A) Purposes” above. The Directors are of the view that the adoption of the Restricted Share Unit Incentive Scheme will achieve the aforesaid purposes, and that the terms of the Scheme are on normal commercial terms, which are fair and reasonable, and in the interests of the Company and the Shareholders as a whole.

IV. LISTING RULES IMPLICATIONS

The Restricted Share Unit Incentive Scheme does not involve the grant of new shares or options over new shares of the Company. However, the Restricted Share Unit Incentive Scheme constitutes a share scheme funded by existing shares under Chapter 17 of the Listing Rules and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. Therefore, the adoption of the Restricted Share Unit Incentive Scheme is not subject to approval of the Shareholders pursuant to the Listing Rules. Nonetheless, pursuant to the Articles of Association, the Restricted Share Unit Incentive Scheme and the related matters are subject to, among others, the approval of the Shareholders at the general meeting of the Company.

V. PROPOSED AUTHORIZATION TO THE BOARD AND/OR ITS AUTHORIZED PERSON TO HANDLE ALL MATTERS PERTAINING TO THE RESTRICTED SHARE UNIT INCENTIVE SCHEME

The Board proposes to grant authorization to the Board and/or its Authorized Person to administer the Restricted Share Unit Incentive Scheme in accordance with the Scheme Rules and handle all matters pertaining to the Restricted Share Unit Incentive Scheme upon approval by the Shareholders at the EGM. Subject to compliance with the Scheme Rules, the Listing Rules, and any applicable laws, rules, or regulations, the powers of the Board and/or its Authorized Person shall include, but are not limited to, the following:

- (i) interpret and construe the provisions of the Scheme and the relevant terms of the grant of Restricted Share Unit under the Scheme;
- (ii) to establish or amend any arrangements of the Scheme, guidelines, procedures, and/or regulations for the administration, interpretation, implementation, and operation of the Scheme, provided that such arrangements, guidelines, procedures, and/or regulations shall not conflict with the Scheme Rules;
- (iii) determine the terms and conditions of Restricted Share Unit;

LETTER FROM THE BOARD

- (iv) establish and manage performance growth targets related to the Scheme;
- (v) approve the form of the grant letter;
- (vi) determine the commencement and termination dates of the Participants' employment or service with the Company or its related entities;
- (vii) grant Restricted Share Unit to selected Participants from time to time;
- (viii) appoint Trustee and Entrusted Institution, and executing the relevant appointment agreement, instructing the Trustee to handle matters related to share purchases and vesting on the secondary market under the Scheme;
- (ix) determine how to satisfy the vesting of Restricted Share Unit in accordance with the provisions of the Scheme; and
- (x) take additional measures or actions to enforce the terms and intent of the Scheme Rules.

The above authorizations shall be exercised by the Board and/or its Authorized Person, except for matters expressly required by laws, administrative regulations, rules and regulations of the China Securities Regulatory Commission, normative documents, the Incentive Scheme, or the Articles of Association to be approved by a resolution of the Board. The term of the above authorizations shall commence on the date the relevant resolutions are passed at the EGM and terminate upon the completion of the Scheme.

VI. PUBLIC FLOAT

The Company shall take appropriate measures to ensure compliance with the public float requirements as stipulated in the Listing Rules and/or as required by the Stock Exchange from time to time.

VII. PROPOSED ADOPTION OF THE IMPLEMENTATION MEASURES FOR PERFORMANCE ASSESSMENT OF THE RESTRICTED SHARE UNIT INCENTIVE SCHEME

On November 12, 2025, the Board considered and approved the proposed adoption of the implementation measures for performance assessment of the Restricted Share Unit Incentive Scheme, which will be submitted to the EGM for further consideration and approval by Shareholders. For specific details, please refer to Appendix I.

LETTER FROM THE BOARD

VIII. 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, December 4, 2025 at 2:00 p.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) and the website of the Company (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 2:00 p.m. on Wednesday, December 3, 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.

IX. 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 December 1, 2025 to December 4, 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 December 4, 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 November 28, 2025.

X. 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 resolutions 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 resolutions proposed at the EGM pursuant to the Listing Rules and/or the Articles of Association.

LETTER FROM THE BOARD

XI. 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

**IMPLEMENTATION MEASURES FOR PERFORMANCE ASSESSMENT OF THE
RESTRICTED SHARE UNIT INCENTIVE SCHEME**

Mao Geping Cosmetics Co., Ltd. (hereinafter referred to as the “**Company**”) intends to grant interest-based stock to its senior management, middle and senior management personnel, outstanding talents in core positions, exemplary employees, and exceptional talents recruited by the Company who are deemed to have made exceptional contributions to its development (hereinafter referred to as the “**Participants**”) in accordance with the Restricted Share Unit Incentive Scheme (hereinafter referred to as the “**Stock Incentive Scheme**” or the “**Incentive Scheme**”). To ensure the smooth implementation of the Restricted Share Unit Incentive Scheme following its approval by the general meeting, the Company has formulated the Implementation Measures for Performance Assessment of the Restricted Share Unit Incentive Scheme (“**these Measures**”) in accordance with applicable laws and regulations, the Articles of Association, and the Company’s actual circumstances.

Article 1 Assessment Purpose

The purpose of these Measures is to comprehensively and objectively assess the work performance and daily conduct of the Company’s Participants. This assessment aims to fully motivate the Participants to diligently and conscientiously perform their duties, ensuring steady improvement in the Company’s performance and the achievement of its long-term strategic development and operating objectives. These Measures further ensure the smooth implementation of the Company’s Stock Incentive Scheme while providing effective talent retention incentives for Participants.

Article 2 Assessment Principles

The assessment and evaluation adhere to the principles of openness, impartiality, and fairness, uphold the principle of closely integrating assessment metrics with corporate strategy, follow the comprehensive assessment principle of combining Participants’ financial and non-financial indicators, as well as integrating short-term operating outcomes with long-term development objectives. Furthermore, performance assessment metrics are continuously refined in line with the evolution of the Company’s strategy to ensure that the Stock Incentive Scheme is closely aligned with the Company’s overall performance objectives, the work performance, contributions, and work attitude of the Participants.

Article 3 Assessment Targets

All Participants as selected by the board of directors in the Restricted Share Unit Incentive Scheme.

Article 4 Organizational Support for Assessment

- (I) The Company's board of directors shall be responsible for leading and organizing the annual assessment for the Participants, and shall provide management requirements and improvement suggestions in due course.
- (II) The Company's human resources management center, in coordination with other necessary departments and under the guidance of the board of directors and its authorized body (the president's office), shall be responsible for conducting specific assessment work. All resulting systems, plans, and assessment outcomes shall be submitted to the board of directors for review and approval, including but not limited to: drafting and amending management regulations for the Incentive Scheme; proposing assessment plan recommendations for the Participants; organizing and implementing the confirmation of assessment metrics and annual targets for the Participants; the overall advancement of annual assessment and evaluation work; and the consolidation of assessment data and scoring results.
- (III) Heads of functional departments and heads of divisions within business units of the Company, and heads of subsidiaries/branches shall cooperate with the human resources management center to complete the assessment and evaluation of the Participants under their respective departments, divisions, and subsidiaries/branches. This includes providing authentic and complete supporting data, proposing scoring criteria, and recommending assessment levels.

Article 5 Assessment Content

- (I) Senior management, middle and senior management personnel

This category primarily includes heads of functional departments and heads of division within business units of the Company, and heads of subsidiaries/branches. The individual-level assessment content for their stock option incentives includes: achievement of the Company's operational performance targets, performance attainment across relevant channels (e.g., online, offline, overseas markets), departmental management efficiency indicators, annual key initiatives, risk control, work attitude, team spirit and discipline, and external feedback. The annual assessment levels for Participants are determined by combining quantitative indicators and qualitative indicators. Quantitative indicators are scored based on data such as the Company's actual operational performance, profit, growth rate and system data. Qualitative indicators are scored based on survey data, situational investigations, and opinions from leaders of the president's office.

(II) Other Participants

This category primarily includes outstanding talents in core positions, exemplary employees, and exceptional talents recruited by the Company who are deemed to have made exceptional contributions to its development. Annual assessment content includes: achievement of the Company's operational performance targets, attainment of departmental and organizational objectives, work performance indicators related to individual job responsibilities, work attitude, team spirit and discipline, as well as external feedback. The individual assessment for other Participants shall be conducted by the heads of their respective functional departments, heads of division within business units, and heads of subsidiaries/branches based on the "Guidelines on Scoring for the Stock Option Incentive Scheme of the Company" issued at the end of the fiscal year. Relevant assessment data and scoring recommendations for assessment metrics shall be submitted to the Company's human resources management center for review and consolidated scoring.

During the assessment period, if there is a change in the position of the Participants due to the Company's development needs, the assessment metrics shall be adjusted accordingly based on the new position. During the year-end calculation, the performance rating shall be aggregated by weighting based on the time spent in each position (there is a transition period for the transfer to a new position, during which the previous position's assessment metrics shall apply).

During the assessment period, if a Participant experiences any circumstances described in the "Changes in the Company and Participants and Handling of Withdrawal" under the Restricted Share Unit Incentive Scheme, such as losing eligibility to participate in the scheme, failing to meet assessment requirements resulting in job or position changes, voluntary resignation, violations of laws or regulations, serious breaches of professional ethics, gross negligence, or misconduct, the annual assessment result of such Participant shall be deemed "unqualified".

Article 6 Assessment Period and Frequency**(I) Assessment period**

Each fiscal year that falls within the valid period of the Stock Incentive Scheme.

(II) Assessment frequency

The assessment period for the initial grant to Participants shall spans three fiscal years from 2025 to 2027. Assessments will be conducted twice per fiscal year: semi-annually and annually. The final vesting ratio for the period will be determined based on the employee's overall annual performance, specifically the assessment results of his/her full-year work completion.

Article 7 Assessment Procedures

- (I) Under the guidance of the board of directors and the president's office, the human resources management center shall formulate or update the "Individual-Level Assessment for XX (Name of Participant) under the Stock Incentive Scheme". Assessment metrics and target setting shall be derived from the decomposition of corporate strategic tasks, annual operating objectives and budget plans, the "Job Responsibilities", internal rules and regulations, workflows, and team management practices, thereby forming a specific assessment plan combining both quantitative and qualitative indicators.
- (II) For adjustments to the assessment plan, where it is necessary to modify the incentive assessment plan due to changes in the Company's actual circumstances or work adjustments, such modifications must be reviewed and approved by the authorized body of the Company's board of directors (the president's office).
- (III) The annual assessment of Participants shall be conducted by the human resources management center in accordance with the established assessment plan, which includes data and materials collection, assessment organization (such as assessment presentations and on-site scoring), preliminary assessment results consolidation. Such results shall then be submitted to the president's office for review and approval, and final execution will occur after approval by the board of directors.
- (IV) The Company's financial management center, information management center, audit department, legal department, corporate management department, and other relevant departments shall assist in the assessment process, including the collection and provision of relevant assessment data. For data to be provided by the department heads to which the Participants belong, the relevant departments shall actively cooperate and are accountable for the authenticity and reliability of the data provided.
- (V) The direct supervisors, department heads, or heads of the subsidiaries/branches of the Participants shall irregularly review the progress of the Participants' work plans. Should any issues arise, they must promptly communicate with the Participants, providing guidance and monitoring the implementation of performance improvement plans as well as the effectiveness of the improvements.

The assessment and evaluation results are graded as follows:

Excellent (95 points and above): Outstanding, consistently exceeding job standards.

Good (90-95 points): Competent, meeting or occasionally exceeding job standards.

Qualified (85-90 points): Meeting basic job requirements, improvement is needed for certain areas.

Unqualified (below 85 points): Fails to meet the job requirements or commits significant errors or mistakes in work.

Article 8 Application of Assessment Results

- (I) As the basis for exercising (vesting) under the Stock Incentive Scheme, Participants with assessment result of ‘qualified’ (including excellent, good, or qualified) and who meet other exercise (vesting) conditions may apply to exercise their rights (vest) in accordance with the relevant provisions of the Stock Incentive Scheme. Those with assessment result of “unqualified” shall have all shares subject to exercise (vesting) for the current period canceled.
- (II) Forfeiture mechanism: Implemented in accordance with the provisions regarding “Changes in the Company and Participants and Handling of Withdrawal” under the Restricted Share Unit Incentive Scheme of the Company.

Article 9 Assessment Results Management

- (I) Feedback and appeals regarding assessment results

The Company will notify Participants of their assessment results within 15 working days after the assessment concludes. Participants who object to their assessment results may file an appeal with the Company within 3 working days following notification. The human resources management center may review the results based on actual circumstances.

- (II) Filing of assessment results

- 1. The Company’s human resources management center shall keep all assessment records of the performance assessment.
- 2. In order to ensure the validity of the performance records, no alterations to the performance records are allowed. Where modifications or re-recording are necessary, they must be signed by all parties involved.

3. Performance assessment results shall be archived as confidential documents and uniformly destroyed by the human resources management center three years after the vesting of the scheme concludes.

Article 10 Supplementary Provisions

- (I) These Measures are formulated, interpreted, and revised by the president's office. In the event of any conflict between these Measures and the laws and regulations to be promulgated and implemented in the future, the latter shall prevail.
- (II) These Measures shall be implemented upon approval by the general meeting of the Company and upon the effectiveness of the Restricted Share Unit Incentive Scheme.

The board of directors of Mao Geping Cosmetics Co., Ltd.
November 12, 2025

NOTICE OF THE EGM

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 SECOND EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2025 second extraordinary general meeting (the “EGM”) of Mao Geping Cosmetics Co., Ltd. (the “**Company**”) will be held at 2:00 p.m. on Thursday, December 4, 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:

SPECIAL RESOLUTIONS

1. To consider and approve the proposed adoption of the Restricted Share Unit Incentive Scheme;
2. To consider and approve the proposed authorization to the Board and/or its Authorized Person to handle all matters pertaining to the Restricted Share Unit Incentive Scheme; and
3. To consider and approve the proposed adoption of the implementation measures for performance assessment of the Restricted Share Unit Incentive Scheme.

By order of the Board

Mao Geping Cosmetics Co., Ltd.

MAO Geping

Chairman of the Board and Executive Director

Hong Kong, November 17, 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.

NOTICE OF THE EGM

Notes: Details of the resolutions are set out in the circular of the Company dated November 17, 2025 (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 December 1, 2025 to December 4, 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 December 4, 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 November 28, 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 2:00 p.m. on Wednesday, December 3, 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.