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

If you have sold or transferred all your shares in Medicskin Holdings Limited, you should at once hand this circular together with the enclosed form of proxy, to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or the transfer was effected for transmission to the purchaser or the transferee.

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**MEDICSKIN HOLDINGS LIMITED****密迪斯肌控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8307)

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF AUDITOR,
PROPOSED FINAL DIVIDEND AND SPECIAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at 20/F, OfficePlus@Sheung Wan, 93-103 Wing Lok Street, Sheung Wan, Hong Kong on Wednesday, 27 July 2016 at 9:00 a.m. or any adjourned meeting hereof to approve matters referred to in this circular is set out in Appendix III to this circular.

Whether or not you are able or intend to attend the AGM, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

This circular will remain on the "Latest Company Announcements" page of the GEM's website at www.hkgem.com for at least 7 days from the date of its posting. This circular will also be published on the Company's website at www.medicskin.com.

23 June 2016

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 20/F, OfficePlus@Sheung Wan, 93-103 Wing Lok Street, Sheung Wan, Hong Kong on Wednesday, 27 July 2016 at 9:00 a.m. or any adjournment thereof;
“Articles of Association”	the articles of association of the Company (as amended from time to time);
“associate(s)”	has the meaning as defined under the GEM Listing Rules;
“Board”	the board of Directors;
“Business Day”	a day upon which the Stock Exchange is open for securities trading;
“Buy-back Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to buy back Shares on the Stock Exchange with a maximum amount up to 10% of the number of issued Shares as at the date of the passing of the resolution granting such mandate;
“Cayman Companies Law”	the Companies Law (as revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time;
“Company”	Medicskin Holdings Limited, an exempted company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM;
“core connected person”	has the same meaning as defined in the GEM Listing Rules;
“Director(s)”	the director(s) of the Company;
“Final Dividend”	the proposed final dividend of HK0.25 cent per Share as recommended by the Board.
“GEM”	the Growth Enterprise Market of the Stock Exchange;

DEFINITIONS

“GEM Listing Rules”	The Rules Governing the Listing of Securities on the GEM as amended, supplemented or otherwise modified from time to time;
“Group”	the Company and its subsidiaries;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“HK\$”	Hong Kong dollars, the lawful currency in Hong Kong;
“Issue Mandate”	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all the power to allot, issue and otherwise deal with additional Shares with a maximum amount not exceeding 20% of the number of issued Shares of the Company as at the date of the passing of the resolution granting such mandate (such mandate to be extended to Shares bought back by the Company pursuant to the Buy-back Mandate);
“Latest Practicable Date”	17 June 2016, being the latest practicable date for ascertaining certain information included in this circular;
“PRC”	the People’s Republic of China;
“Predecessor Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong);
“SFC”	the Securities and Futures Commission of Hong Kong;
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time;
“Share(s)”	share(s) in the issued share capital of the Company;
“Share Premium Account”	the share premium account of the Company;
“Shareholder(s)”	holder(s) of Share(s);

DEFINITIONS

“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Special Dividend”	the proposed special dividend of HK2.25 cents per Share as recommended by the Board; and
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs published by the SFC as amended, supplemented or otherwise modified from time to time.

LETTER FROM THE BOARD



MEDICSKIN HOLDINGS LIMITED

密迪斯肌控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8307)

Executive Directors:

Dr. Kong Kwok Leung (*Chairman*)
Mr. Lo Kwok Bun (*Chief Executive Officer*)
Ms. Kong Chung Wai

Independent non-executive Directors:

Mr. Chan Cheong Tat
Mr. Lee Ka Lun
Mr. Leung Siu Cheung

Registered office:

P.O. Box 309
Ugland House
Grand Cayman, KY1-1104
Cayman Islands

*Headquarters and principal place
of business in Hong Kong:*

21st Floor, New World Tower II
16-18 Queen's Road Central
Hong Kong

23 June 2016

To the Shareholders

Dear Sirs,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
RE-APPOINTMENT OF AUDITOR,
PROPOSED FINAL DIVIDEND AND SPECIAL DIVIDEND
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the above proposed matters which include, inter alia, (i) the proposed grant of the Issue Mandate and Buy-back Mandate; (ii) the proposed re-election of retiring Directors; (iii) the proposed re-appointment of the auditor of the Company; (iv) the proposed Final Dividend and Special Dividend; and (v) to send you the notice of the AGM.

LETTER FROM THE BOARD

2. GENERAL MANDATE TO ISSUE SHARES

The current general mandate granted to the Directors to issue Shares pursuant to the ordinary resolutions of the Shareholders dated 27 July 2015 will expire at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant a general and unconditional mandate to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares. Such mandate will lapse on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the authority by an ordinary resolution of the Shareholders in general meeting (whichever is the earliest). In order to ensure that the flexibility and discretion be given to the Directors in the event that it becomes desirable to allot, issue and deal with additional Shares of the Company, approval is being sought from the Shareholders for the granting of the Issue Mandate to the Directors to allot, issue and deal with additional Shares up to a maximum of 20 per cent. of the total number of issued Shares as at the date of the passing of the ordinary resolution set out as resolution numbered 4(A) in the notice convening the AGM and adding to such general mandate any Shares representing the aggregate nominal amount of the Shares bought back by the Company under the Buy-back Mandate. If the resolution is passed and no Share is bought back by the Company, exercise in full of the Issue Mandate (on the basis of 400,000,000 Shares in issue at the Latest Practicable Date) would result in up to 80,000,000 new Shares being allotted, issued and dealt with by the Company.

3. GENERAL MANDATE TO BUY BACK SHARES

The current general mandate granted to the Directors to buy back Shares pursuant to the ordinary resolutions of the Shareholders dated 27 July 2015 will expire at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant a general and unconditional mandate to the Directors to exercise the powers of the Company to buy back Shares. Such mandate will lapse on the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the authority by an ordinary resolution of the Shareholders in general meeting (whichever is the earliest). A resolution to grant the Directors the Buy-back Mandate will be proposed at the AGM to enable the Directors to exercise the powers of the Company to buy back its own issued and fully paid Shares up to a maximum of 10 per cent. of the total number of issued Shares as at the date of the passing of the ordinary resolution set out as resolution numbered 4(B) in the notice convening the AGM. The notice convening the AGM is set out in Appendix III to this circular. The Company at present has no immediate plan to exercise the Buy-back Mandate.

As at the Latest Practicable Date, there were 400,000,000 Shares in issue. Subject to the passing of the above resolution approving the Buy-back Mandate and on the basis that no further shares are issued or bought back by the Company between the Latest Practicable Date and the date of the AGM, the Company would be allowed to buy back a maximum of 40,000,000 Shares.

LETTER FROM THE BOARD

In accordance with the GEM Listing Rules, an explanatory statement to provide the requisite information on the Buy-back Mandate is set out in Appendix I to this circular.

4. RE-ELECTION OF THE RETIRING DIRECTORS

The Board currently comprises six Directors, namely, Dr. Kong Kwok Leung, Mr. Lo Kwok Bun, Ms. Kong Chung Wai, Mr. Chan Cheong Tat, Mr. Lee Ka Lun and Mr. Leung Siu Cheung. In accordance with the Articles of Association, Dr. Kong Kwok Leung and Mr. Chan Cheong Tat will retire at the AGM and, being eligible, offer themselves for re-election at the AGM.

Article 16.4 of the Articles of Association provides that no person shall, unless recommended by the Board, be eligible for election to the office of Director at any general meeting, unless during the period, which shall be at least seven days, commencing no earlier than the day after the despatch of the notice of the meeting appointed for such election and ending no later than seven days prior to the date of such meeting, there has been given to the secretary notice in writing by a Shareholder (not being the person to be proposed), entitled to attend and vote at the meeting for which such notice is given, of his/her intention to propose such person for election and also notice in writing signed by the person to be proposed of his willingness to be elected.

Accordingly, if a Shareholder wishes to nominate a person to stand for election as a Director at the AGM, notice of his intention to propose such person for election as a Director and the notice executed by the nominee of his willingness to be elected must be validly served at the principal place of business of the Company at 21st Floor, New World Tower II, 18 Queen's Road Central, Hong Kong on or before 9:00 a.m. on Wednesday, 20 July 2016.

If a valid notice from a Shareholder to propose a person to stand for election as a Director at the AGM is received after the publication of the notice of the AGM, the Company will publish an announcement to inform Shareholders of the biographical details of the additional candidate proposed.

Details of the biographies of each of the Directors who have offered themselves for re-election are set out in Appendix II to this circular.

5. RE-APPOINTMENT OF AUDITOR

Messrs. Deloitte Touche Tohmatsu will retire as the auditor of the Company at the AGM and, being eligible, offer themselves for re-appointment.

The Board proposed to re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor of the Company and to hold office until the next annual general meeting of the Company.

LETTER FROM THE BOARD

6. PROPOSED FINAL DIVIDEND AND SPECIAL DIVIDEND

In the annual results announcement of the Company on Friday, 17 June 2016, the Board recommended that, subject to Shareholders' approval in the AGM, the Company shall declare and distribute a Final Dividend of HK0.25 cent per Share and a Special Dividend of HK2.25 cents per Share for the year ended 31 March 2016 to the Shareholders whose names appear on the register of members of the Company on Thursday, 4 August 2016. The proposed Special Dividend is intended to be declared out of the Share Premium Account.

DECLARATION AND PAYMENT OF SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT

The Board has recommended the declaration and payment of the Special Dividend out of the Share Premium Account.

As at the Latest Practicable Date, the issued share capital of Company comprised 400,000,000 fully paid up Shares. Assuming that there is no change in the issued share capital of the Company during the period from the Latest Practicable Date to the date of the AGM, the Special Dividend, if declared and paid, will amount to an aggregate amount of HK\$9,000,000. Subject to the fulfilment of the conditions set out in the section headed "Conditions of the Declaration and Payment of Special Dividend out of Share Premium Account" below, the Special Dividend will be paid out of the Share Premium Account pursuant to the Articles of Association.

As at 31 March 2016, based on the audited consolidated financial statements of the Group, the amount standing to the credit of the Share Premium Account was approximately HK\$31,670,000. Following the payment of the Special Dividend, there will be a remaining balance of approximately HK\$22,670,000 standing to the credit of the Share Premium Account.

CONDITIONS OF THE DECLARATION AND PAYMENT OF SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT

The declaration and payment of the Special Dividend out of the Share Premium Account is conditional upon the satisfaction of the following conditions:

- (a) the passing of an ordinary resolution by the Shareholders at AGM approving the declaration and payment of the Special Dividend out of the Share Premium Account pursuant to the Articles of Association; and
- (b) the Directors being satisfied that there are no reasonable grounds for believing that the Company is, immediately following the payment of the Special Dividend, unable to pay its liabilities as they fall due in the ordinary course of business.

LETTER FROM THE BOARD

The conditions set out above cannot be waived. If such conditions are not satisfied, the Special Dividend will not be paid.

REASONS FOR AND EFFECT OF THE PAYMENT OF SPECIAL DIVIDEND OUT OF SHARE PREMIUM ACCOUNT

To reward the Shareholders, the Board considers it appropriate to distribute the Special Dividend to repay the Shareholders' support.

The payment of the Special Dividend out of the Share Premium Account does not involve any reduction in the authorised or issued share capital of the Company nor does it involve any reduction in the nominal value of the Shares or result in any change in the trading arrangements in respect of the Shares.

After taking into consideration of the existing cash flow of the Group, the Board considers that the Company has sufficient cash flow to pay the Special Dividend. The payment of the Special Dividend out of the Share Premium Account will not have any material adverse effect on the financial position of the Group.

The Directors consider that the declaration and proposed payment of the Special Dividend out of the Share Premium Account is in the interests of the Company and its Shareholders as a whole.

The register of members of the Company will be closed from Tuesday, 2 August 2016 to Thursday, 4 August 2016 (both days inclusive), during which period no transfer of shares will be registered for the purpose of determining Shareholders' entitlement to the proposed Final Dividend and Special Dividend. To qualify for the Final Dividend and Special Dividend, all share transfers accompanied by the relevant share certificates must be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Monday, 1 August 2016.

7. AGM

A notice of the AGM is set out in Appendix III to this circular.

A form of proxy for use at the AGM is also enclosed with this circular. Whether or not you are able or intend to attend the AGM, you are requested to complete and return the enclosed form of proxy to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjourned meeting should you so wish.

LETTER FROM THE BOARD

8. VOTING BY POLL AT GENERAL MEETINGS

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman of the meeting, in good faith and in compliance with the GEM Listing Rules, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, pursuant to Article 13.6 of the Articles of Association, each resolution set out in the notice to the AGM which is put to vote at the AGM shall be decided by poll. The Company will appoint scrutineers to handle vote-taking procedures at the AGM.

The results of the poll will be published on the Stock Exchange's website at www.hkexnews.hk and the Company's website at www.medicsskin.com as soon as possible after the conclusion of the AGM.

9. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

10. RECOMMENDATION

The Directors consider that (i) the proposed grant of the Issue Mandate and the Buy-back Mandate; (ii) the proposed re-election of retiring Directors; (iii) the proposed re-appointment of the auditor of the Company; and (iv) the proposed Final Dividend and Special Dividend, in each case as described in this circular, are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

11. COMPETING INTERESTS

To the best knowledge of the Directors, none of the Directors or the controlling Shareholders (as defined in the GEM Listing Rules) of the Company, nor any of their respective close associates (as defined in the GEM Listing Rules), had any interest as at the Latest Practicable Date that competes or may compete with the business of the Group, which would be required to be disclosed under Rule 11.04 of the GEM Listing Rules.

By Order of the Board
Medicsskin Holdings Limited
Dr. Kong Kwok Leung
Chairman and Executive Director

The GEM Listing Rules permit companies with a primary listing on the Stock Exchange to buy back their fully paid-up Shares on the Stock Exchange subject to certain restrictions.

The following is the explanatory statement required to be sent to the Shareholders under the GEM Listing Rules to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the grant of the Buy-back Mandate.

1. REASONS FOR SHARE BUY-BACK

The Directors believe that the granting of the Buy-back Mandate is in the best interests of the Company and the Shareholders. Such buy-back of Shares may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value and/or the earnings per Share of the Company and will only be made when the Directors believe that such a buy-back will benefit the Company and the Shareholders. The Directors have no present intention to buy back any of the securities of the Company.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 400,000,000 Shares of HK\$0.01 each.

Subject to the passing of the resolution approving the Buy-back Mandate, and assuming no Shares will be issued or bought back by the Company during the period between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Buy-back Mandate to buy back a maximum of 40,000,000 Shares.

3. FUNDING OF SHARE BUY-BACK

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its Articles of Association and the applicable laws of the Cayman Islands. Under the Cayman Companies Law, any buy-back of Shares by the Company may be made either (i) out of profits of the Company; (ii) out of the Share Premium Account; (iii) out of the proceeds of a fresh issue of Shares made for the purpose of the buy-back; or (iv) out of capital, if so authorised by the Articles of Association and subject to the provisions of the Cayman Companies Laws. In the case of any premium payable over the par value of the Shares to be bought back on the buy-back, such premium must be provided out of either or both of the profits of the Company or the Share Premium Account, or out of capital, if so authorised by the Articles of Association and subject to the provisions of the Cayman Companies Laws. In accordance with the Cayman Companies Law, the Shares so bought back would remain part of the authorised but unissued share capital of the Company.

If the Buy-back Mandate were exercised in full, there might be a material adverse effect on the working capital or gearing position of the Company (as compared with the position disclosed in the audited financial statements contained in the annual report of the Company for the year ended 31 March 2016). However, the Directors do not propose to exercise the Buy-back Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing levels of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

4. DIRECTORS DEALINGS AND CORE CONNECTED PERSON

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, their close associates (as defined in the GEM Listing Rules), have any present intention to sell to the Company or its subsidiaries any Shares under the Buy-back Mandate if such is approved by the Shareholders.

No core connected persons (as defined in the GEM Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries or have undertaken not to do so, in the event that the Buy-back Mandate is approved by the Shareholders.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months before the Latest Practicable Date and up to that date were as follows:

Month	Trading price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
July	0.862	0.292
August	0.756	0.575
September	0.641	0.479
October	0.756	0.527
November	0.747	0.623
December	0.723	0.586
2016		
January	0.665	0.489
February	0.655	0.498
March	0.690	0.577
April	0.660	0.570
May	0.660	0.560
June (<i>up to the Latest Practicable Date</i>)	0.680	0.610

6. SHARE BUY-BACK MADE BY THE COMPANY

No buy-back of Shares has been made by the Company during the six months preceding the Latest Practicable Date.

7. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-back of Shares pursuant to the Buy-back Mandate and in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

8. TAKEOVERS CODE

If, on the exercise of the power to buy back Shares pursuant to the Buy-back Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or a group of Shareholders acting in concert (as defined under the Takeovers Code) could, depending on the level of increase of the Shareholder's interest, obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, Topline Worldwide Limited ("**Topline**") is beneficially interested in 290,000,040 Shares, representing approximately 72.50% of the total number of issued Shares. The entire issued share capital of Topline is beneficially owned by Dr. Kong, the Chairman and an executive Director. Accordingly, Dr. Kong is deemed to be interested in all the Shares held by Topline.

In the event that the Buy-back Mandate was exercised in full by the Company, the percentage shareholding of Topline and Dr. Kong in the Company would increase to approximately 80.56%. Such an increase would not result in Topline or Dr. Kong having to make a mandatory offer under Rule 26 of the Takeovers Code, but would result in the aggregate amount of the issued share capital of the Company in public hands being reduced to less than 25%. The Directors have no present intention to exercise the Buy-back Mandate to such extent as would cause the public float to fall below 25% of the issued share capital of the Company or such other minimum percentage as prescribed by the GEM Listing Rules from time to time.

Save as disclosed above, the Directors are not aware of any Shareholder or group of Shareholders acting in concert, who may become obliged to make a mandatory offer under Rule 26 of the Takeovers Code as a consequence of any purchases made pursuant to the Buy-back Mandate.

The following are the biographies of each of the retiring Directors proposed to be re-elected at the AGM.

Save as disclosed herein, each Director has confirmed that: (i) as at the Latest Practicable Date, he or she does not have any other interest in the Shares within the meaning of Part XV of the SFO; (ii) he or she does not have any relationship with any other Directors, members of senior management, substantial Shareholders or controlling Shareholders (as defined in the GEM Listing Rules) of the Company; (iii) he or she has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past three years; and (iv) there is no other matter in relation to his or her re-election as a Director that needs to be brought to the attention of the Shareholders, or any information that is required to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules.

EXECUTIVE DIRECTOR

Kong Kwok Leung (江覺亮) (“**Dr. Kong**”), aged 62, is an executive Director and the chairman of the Company as well as the founder of the Group. He is responsible for overseeing the overall operation of the Group and leading and directing the Group’s overall business and development strategies. He was appointed as an executive Director and as chairman of the Company on 20 June 2014 and 3 December 2014 respectively. He is also the chairman of the nomination committee and a member of the remuneration committee of the Company.

Dr. Kong graduated from the Faculty of Medicine of The University of Hong Kong in November 1978 and obtained a Bachelor of Medicine and Bachelor of Surgery (MBBS (HK)). He subsequently obtained a Diploma in Dermatology from the University of London in September 1995 and a Postgraduate Diploma in Practical Dermatology from Cardiff University in October 2007. He had also obtained the qualifications of Diploma in Child Health from the Royal College of Physicians of London in January 1985.

Dr. Kong has been in private medical practice for more than three decades and has around 20 years of practising experience in the medical skin care services sector. In 1996, Dr. Kong commenced providing medical skin care services in Central, Hong Kong. In July 2000, Dr. Kong founded the Group by setting up Medicskin Laboratories Limited, a wholly-owned subsidiary of the Company, to provide skin treatment services.

Dr. Kong is the uncle of Ms. Kong Chung Wai, an executive Director.

As at the Latest Practicable Date, Topline beneficially owned 290,000,040 Shares representing approximately 72.50% of the existing issued share capital of the Company. The entire issued share capital of Topline is beneficially owned by Dr. Kong. By virtue of the SFO, Dr. Kong is deemed to be interested in all the Shares held by Topline.

As at the Latest Practicable Date, in his capacity as an executive Director, Dr. Kong has entered into a service agreement with the Company for a term of three years commencing from 18 December 2014 and continuing thereafter until terminated by either party giving not less than three months' notice in writing to the other. Dr. Kong is also subject to retirement by rotation at least once every three years in accordance with the Articles of Association. Pursuant to the service agreement between Dr. Kong and the Company, Dr. Kong is entitled to receive an annual fee of HK\$60,000, subject to annual review by the remuneration committee, and an annual discretionary bonus of a sum to be determined by the remuneration committee and approved by the Board at its absolute discretion. The remuneration shall be determined by the Board with regard to both corporate and individual performance and factors such as comparable market remuneration, time commitment and responsibilities. Save as disclosed above, Dr. Kong is not entitled to any other emoluments.

Dr. Kong was a director of Star Accord Investment Limited (“**Star Accord**”) which was a company incorporated in Hong Kong and dissolved by deregistration pursuant to section 291AA of the Predecessor Companies Ordinance in October 2005 as it ceased to carry on business. Prior to its deregistration, Star Accord was principally engaged in investment holding. Dr. Kong confirmed that Star Accord was solvent at the time of its dissolution and so far as he was aware, no claim has been or will be made against him as a result of such dissolution.

INDEPENDENT NON-EXECUTIVE DIRECTOR

Chan Cheong Tat (陳昌達) (“**Mr. Chan**”), aged 66, was appointed as an independent non-executive Director on 3 December 2014. He is also the chairman of the audit committee and a member of the remuneration and nomination committees of the Company.

Mr. Chan graduated from Central Queensland University with a master degree in financial management in October 1995 through distance learning. He has also been an associate of The Institute of Chartered Secretaries and Administrators (U.K.) since 1974 and The Hong Kong Institute of Chartered Secretaries since 1994. Mr. Chan is also a fellow member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered Certified Accountants and the Australian Society of Certified Practising Accountants for over 26 years.

Mr. Chan has over 32 years of work experience in the Hong Kong Inland Revenue Department. He was an Assistant Commissioner and was responsible for tax compliance before he retired in 2005.

Mr. Chan has been the sole director of a tax consultancy company, C T Tax Consultants Limited, since August 2006. Further, Mr. Chan has been an independent non-executive director of Guangdong Tannery Limited (Stock Code: 1058) since March 2006 and Man Sang International Limited (Stock Code: 938) since January 2015. He was an independent non-executive director of Noble Jewelry Holdings Limited (currently known as Zhong Fa Zhan Holdings Limited) (Stock Code: 475) from October 2006 to December 2011, and Wasion Group Holdings Limited (Stock Code: 3393) from May 2014 to May 2015.

As at the Latest Practicable Date, in his capacity as an independent non-executive Director, Mr. Chan has entered into a service agreement with the Company for a term of three years commencing from 18 December 2014 and continuing thereafter until terminated by either party giving not less than three months' notice in writing to the other. Mr. Chan is also subject to retirement by rotation at least once every three years in accordance with the Articles of Association. Pursuant to the service agreement between Mr. Chan and the Company, Mr. Chan is entitled to receive an annual fee of HK\$180,000, subject to annual review by the remuneration committee. The remuneration shall be determined by the Board with regard to remuneration of comparable companies. Save as disclosed above, Mr. Chan is not entitled to any other emoluments.

**MEDICSKIN HOLDINGS LIMITED****密迪斯肌控股有限公司**

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8307)

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“**AGM**”) of Medicskin Holdings Limited (the “**Company**”) will be held at 20/F, OfficePlus@Sheung Wan, 93-103 Wing Lok Street, Sheung Wan, Hong Kong on Wednesday, 27 July 2016, at 9:00 a.m. for the following purposes:

1. To receive and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Director(s)**”) and auditor of the Company for the year ended 31 March 2016;
2. (A) To re-elect the following retiring Directors:
 - (i) To re-elect Dr. Kong Kwok Leung as an executive Director;
 - (ii) To re-elect Mr. Chan Cheong Tat as an independent non-executive Director; and
- (B) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint Messrs. Deloitte Touche Tohmatsu as the auditor of the Company and to authorise the Board to fix its remuneration; and

4. To consider and, if thought fit, to pass the following resolutions with or without amendments as ordinary resolutions:

(A) **“THAT:**

- (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the **“GEM Listing Rules”**), the exercise by the Directors during the Relevant Period (as defined in paragraph (d) below) of all the powers of the Company to allot, issue or otherwise deal with additional shares of HK\$0.01 each in the capital of the Company (the **“Share(s)”**) and to make or grant offers, agreements and options, including bonds and warrants to subscribe for Shares, which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period (as defined in paragraph (d) below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the GEM Listing Rules; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares of the Company shall not exceed 20% of the number of issued Shares on the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;

- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**Rights Issue**” means an offer of Shares of the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares of the Company open for a period fixed by the Directors to holders of Shares on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

(B) “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined in paragraph (c) below) of all powers of the Company to buy back Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), or any other stock exchange on which the Shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “**SFC**”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the SFC, the Stock Exchange, the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of issued Shares which may be bought back or agreed to be bought back by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10% of the aggregate number of issued Shares as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) for the purposes of this resolution, “Relevant Period” shall have the same meaning as the resolution numbered 4(A)(d) above.”

- (C) “**THAT** conditional on the passing of resolutions numbered 4(A) and 4(B) above, the general mandate granted to the Directors pursuant to paragraph (a) of resolution numbered 4(A) above be and it is hereby extended by the addition to the aggregate number of issued Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors to or in accordance with such general mandate of an amount representing the aggregate number of issued Shares of the Company purchased by the Company (up to a maximum equivalent to 10% of the number of issued Shares as at the date of the passing of this resolution) pursuant to or in accordance with the authority granted under paragraph (a) of resolution numbered 4(B) above.”
- (D) “**THAT** the proposed payment of a Final Dividend of HK0.25 cent per ordinary Share for the year ended 31 March 2016 be and is hereby approved.”
- (E) “**THAT**” the proposed payment of a Special Dividend of HK2.25 cents per ordinary Share for the year ended 31 March 2016 be and is hereby approved.”

By Order of the Board
Medicskin Holdings Limited
Dr. Kong Kwok Leung
Chairman and Executive Director

Hong Kong, 23 June 2016

Notes:

- (1) Any member entitled to attend and vote at the meeting is entitled to appoint one or more proxies (if such member is the holder of two or more shares) to attend and to vote instead of them. A proxy need not be a member of the Company.
- (2) Where there are joint registered holders of any Share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such Share as if he were solely entitled thereto; but if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
- (3) To be valid, the form of proxy together with any power of attorney or other authority under which it is signed or a certified copy of that power of attorney or authority must be deposited with the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
- (4) Pursuant to the Articles of Association of the Company, the Chairman of the meeting will demand a poll on each of the resolutions set out in this notice put to the vote at the meeting.
- (5) For the purpose of determining the entitlement of the members to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 25 July 2016 to Wednesday, 27 July 2016, both days inclusive, during which period no transfer of shares of the Company will be registered. All transfers of shares accompanied by the relevant share certificates and the appropriate transfer forms must be lodged with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, or registration not later than 4:30 p.m. on Friday, 22 July 2016.