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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 for independent advice.

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

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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)**

**MAJOR TRANSACTION  
IN RELATION TO  
THE OFFER LETTER IN RELATION TO RENEWAL OF TENANCY**

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A letter from the Board is set out on pages 3 to 6 of this circular.

24 January 2022

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## CHARACTERISTICS OF GEM

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GEM has been positioned as a market designed to accommodate small and mid-sized 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.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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## DEFINITIONS

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

“Announcement”	the announcement dated 3 January 2022 made by the Company in respect of, among other things, the Offer Letter which constitutes a major transaction of the Company
“Board”	the board of Directors
“Company”	Medicskin Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange (stock code: 8307)
“connected person(s)”	shall have the meaning as ascribed to it under the GEM Listing Rules
“Controlling Shareholder”	shall have the meaning as ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Dr. Kong”	Dr. Kong Kwok Leung, the Controlling Shareholder, an executive Director and the chairman of the Board
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	The Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HKFRS”	Hong Kong Financial Reporting Standard
“HKFRS 16”	Hong Kong Financial Reporting Standards 16 “Leases” issued by the Hong Kong Institute of Certified Public Accountants
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Party(ies)”	third party independent of and not connected with the Company and its connected persons

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## DEFINITIONS

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“Landlord”	New World Tower Company Limited, a wholly-owned subsidiary of New World Development Company Limited, a company incorporated in Hong Kong with limited liability and whose issued shares are listed on the Stock Exchange (stock code: 0017)
“Latest Practicable Date”	19 January 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular
“Offer Letter”	the offer letter entered into between the Tenant and the Landlord on 3 January 2022 for renewal of the tenancy of the Premises
“Premises”	the entire twenty-first (21st) floor of New World Tower Two erected on 18 Queen’s Road Central, Hong Kong
“percentage ratios”	shall have the meaning ascribed to such term in Chapter 19 of the GEM Listing Rules
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tenant”	Medicskin Laboratories Limited (美嬌絲肌科美有限公司), a company incorporated in Hong Kong with limited liability, is an indirect wholly-owned subsidiary of the Company
“Tenancy Renewal Agreement”	the tenancy renewal agreement to be entered into between the Tenant and the Landlord in respect of the renewal of the Premises
“Topline”	Topline Worldwide Limited, a company incorporated in the British Virgin Islands with limited liability and the Controlling Shareholder, which is wholly and beneficially owned by Dr. Kong
“Transaction”	the transaction contemplated under the Offer Letter
“%”	per cent.

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## LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Dr. Kong Kwok Leung  
Ms. Tsui Kan  
Ms. Kong Chung Wai  
Ms. Sin Chui Pik Christine

*Registered office:*

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

*Independent non-executive Directors:*

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

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

Flat A-C, 16th Floor  
Champion Building  
287-291 Des Voeux Road Central  
Hong Kong

24 January 2022

*To the Shareholders*

*Dear Sir or Madam,*

### **MAJOR TRANSACTION IN RELATION TO THE OFFER LETTER IN RELATION TO RENEWAL OF TENANCY**

#### **INTRODUCTION**

Reference is made to the Announcement. As disclosed in the Announcement, on 3 January 2022, MedicSkin Laboratories limited (an indirect wholly-owned subsidiary of the Company) as Tenant and New World Tower Company Limited as Landlord (an Independent Third Party) entered into the Offer Letter for renewal of tenancy in respect of the Premises for a term of three years from 23 February 2022 to 22 February 2025 (both days inclusive). The Offer Letter constitutes a valid and binding arrangement between the Tenant and the Landlord, until superseded by the execution of the Tenancy Renewal Agreement, for the renewal of tenancy in respect of the Premises on the terms and conditions as set out in the Offer Letter. The key terms of the Offer Letter are the same as those set out in the Tenancy Renewal Agreement.

The purpose of this circular is to provide you with, among other things, further information on the Transaction and other information as required to be contained in this circular under the GEM Listing Rules.

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## LETTER FROM THE BOARD

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### OFFER LETTER

Key terms of the Offer Letter are set out below:

Date	:	3 January 2022
Parties	:	(i) New World Tower Company Limited (as the Landlord)  (ii) Medicskin Laboratories Limited (美嫡絲肌科美有限公司) (as the Tenant)
		To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, the Landlord and its ultimate beneficial owner(s) are Independent Third Parties.
Premises	:	The entire twenty-first (21st) floor of New World Tower Two erected on 18 Queen's Road Central, Hong Kong
Term	:	Three years from 23 February 2022 to 22 February 2025 (both days inclusive)
Total lease payments (the "Consideration")	:	HK\$14,169,600 in aggregate for a term of three years (monthly rent of HK\$393,600, exclusive of service charge, government rates and other outgoings)
Payable term	:	The rent is payable in advance on the first day of each and every calendar month during the Term.
Deposits	:	HK\$1,341,726, a sum equivalent to three months' basic rent, service charge and one quarter's government rates shall be payable by the Tenant to the Landlord.

The Consideration was determined after arm's length negotiations with the Landlord taking into account various relevant factors more particularly set out in the section headed "Reasons for and benefits of the Transaction" below.

The value (unaudited) of the right-of-use asset recognised by the Group under the Transaction amounted to approximately HK\$13.3 million, which is the amount of the initial measurement of the lease liability based on the present value of the total lease payments at the inception of the lease term under the Transaction in accordance with HKFRS 16 "Leases". Incremental borrowing rate (as referred to in HKFRS 16) of the Group is applied to discount the total lease payments in order to derive the present value of total lease payments under the Transaction.

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## **LETTER FROM THE BOARD**

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The Consideration is to be settled by monthly rent payable to the Landlord over the term of the tenancy of three years. The Company intends to finance the Consideration with its internal resources.

### **REASONS FOR AND BENEFITS OF THE TRANSACTION**

The Group has been leasing the Premises as one of its two medical skin care centres in Hong Kong since 23 February 2016. In evaluating the options of renewal of the existing tenancy or leasing a new centre, the Directors consider that the Premises is strategically located in the Central District of Hong Kong which presents continuous business opportunities, and is convenient and easily accessible by the Group's potential clients as it is close to most forms of public transport. The Transaction will also continue to sustain the presence of the Group in the prime locations in Hong Kong. The terms of the Offer Letter, including the rental payment, were determined after arm's length negotiations between the Landlord and the Tenant and with reference to the prevailing market rent for properties of similar type, age and location. The Premises is necessary for continuing the operation of business of the Group for use as a medical skin care centre and the Transaction is in the ordinary and usual course of business of the Group. Having taken into account the above reasons and benefits, the Board therefore considers that the terms of the Offer Letter are on normal commercial terms, fair and reasonable and in the interests of the Company and its Shareholders as a whole.

### **INFORMATION ABOUT THE LANDLORD AND THE GROUP**

The Landlord is a limited liability company incorporated in Hong Kong with its principal business being property investment. To the best knowledge of the Directors, the Landlord is a wholly-owned subsidiary of New World Development Company Limited, a company incorporated in Hong Kong with limited liability whose issued shares are listed on the Stock Exchange (stock code: 0017).

The Company is an investment holding company. The Group, comprising the Company and its subsidiaries, is a medical skin care service provider in Hong Kong. Currently, the Group operates two "Medicskin" branded medical skin care centres and one anti-aging centre at prime locations in Hong Kong that primarily focus on the treatment of skin diseases and problems and/or the improvement of appearance of clients. The Group provides a wide range of services to clients for the treatment of, inter alia, skin diseases and problems such as acne, pigmentation, rosacea, dermatitis, eczema and warts, as well as for the improvement of appearance through, inter alia, skin rejuvenation, facial sculpturing and body contouring treatments, treatments of acne scars and enlarged pores, removal of undesirable naevi, and hair removal.

### **IMPLICATIONS UNDER THE GEM LISTING RULES**

In accordance with HKFRS 16 "Leases", the Group recognises the value of the right-of-use assets on its consolidated statement of financial position in connection with any lease the Group entered into as lease since its adoption which came into effect on 1 April 2019. Accordingly, the Transaction is regarded as an acquisition of asset by the Group for the purpose of the GEM Listing Rules.

As one or more of the applicable percentage ratios (as defined in the GEM Listing Rules) in respect of the value of the right-of-use of the Premises under the Transaction exceed 25% but less than 100%, the Transaction constitutes a major transaction and is subject to the reporting, announcement and Shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

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## LETTER FROM THE BOARD

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To the best knowledge, information and belief of the Directors, having made all reasonable enquiry, no Shareholder has a material interest in the Transaction and would be required to abstain from voting for the resolution to approve the Transaction, should the Transaction be put forward to the Shareholders to approve at a general meeting of the Company. Topline, the Controlling Shareholder, which was interested in 274,865,400 Shares, representing 69.28% of the issued share capital of the Company as at the date of the Announcement, had approved the Transaction by a written shareholder's approval pursuant to Rule 19.44 of the GEM Listing Rules in lieu of a resolution to be passed at a general meeting of the Company. Accordingly, the Company is exempted from the requirement to convene a shareholders' meeting for the approval of the Transaction and no extraordinary general meeting will be convened for the purpose of considering, ratifying and approving the Transaction pursuant to Rule 19.44 of the GEM Listing Rules. This circular will therefore be sent to the Shareholders for their information only. Dr. Kong, an executive Director and the chairman of the Board, holds 100% shareholding of Topline.

### FINANCIAL EFFECT ON ENTERING INTO THE TRANSACTION

As stated in the preceding paragraphs, the value (unaudited) of the right-of-use asset recognised by the Group under the Transaction amounted to approximately HK\$13.3 million, which is the amount of the initial measurement of the lease liability at the inception of the lease term under the Transaction in accordance with HKFRS 16. The consolidated total assets of the Group would increase by approximately HK\$13.3 million upon the commencement of the lease term under the Transaction, and a corresponding amount of lease liabilities of approximately HK\$13.1 million would be recognised at the same time.

The right-of-use asset will be depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term. Interest expenses on the lease liabilities will be recognised at the incremental borrowing rate of the Group. After the commencement date of the lease, the lease liabilities are adjusted by interest accretion and lease payments.

### RECOMMENDATION

The Directors (including the independent non-executive Directors) are of the view that the terms of the Transaction are fair and reasonable and the Transaction is in the interests of the Company and the Shareholders as a whole. Hence, the Board recommends the Shareholders to vote in favour of the resolutions to approve the Transaction if voting action of the Shareholders would have been required.

### ADDITIONAL INFORMATION

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

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

**1. FINANCIAL SUMMARY OF THE GROUP**

Financial information of the Group for the years ended 31 March 2019, 2020 and 2021 and the six months ended 30 September 2021 are disclosed in the following documents which are published on both the websites of the Stock Exchange and the Company. Please refer to the hyperlinks as stated below:

- annual report of the Company for the year ended 31 March 2019  
(pages 51-114)  
<https://www1.hkexnews.hk/listedco/listconews/gem/2019/0627/gln20190627063.pdf>
- annual report of the Company for the year ended 31 March 2020  
(pages 52-115)  
<https://www1.hkexnews.hk/listedco/listconews/gem/2020/0629/2020062900599.pdf>
- annual report of the Company for the year ended 31 March 2021  
(pages 56-119)  
<https://www1.hkexnews.hk/listedco/listconews/gem/2021/0625/2021062500539.pdf>
- interim report of the Company for the six months ended 30 September 2021  
(pages 1-18)  
<https://www1.hkexnews.hk/listedco/listconews/gem/2021/1112/2021111201150.pdf>

All these financial statements have been published on the website of the Stock Exchange at [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.medicsskinholdings.com](http://www.medicsskinholdings.com).

**2. SUFFICIENCY OF WORKING CAPITAL**

As at the Latest Practicable Date, after due and careful enquiry, the Directors are of the opinion that, after taking into account the effect of the Transaction and the present available financial resources of the Group including the internally generated funds, the Group has sufficient working capital for its present requirements, that is for the next 12 months from the date of this circular in the absence of unforeseen circumstances. As at the date of this circular, the Company has obtained the relevant confirmation from its auditor in this regard as required under Rule 19.66(13) of the GEM Listing Rules.

**3. STATEMENT OF INDEBTEDNESS****Lease Liabilities**

As at 30 November 2021, the Group had lease liabilities of approximately HK\$8.0 million, representing present value of the remaining lease payments of certain premises.

Save as disclosed above, and apart from intra-group liabilities and normal trade payables in the normal course of business, the Group did not, at the close of business on 30 November 2021, have any debt securities issued, outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptances credits, debentures, mortgages, charges, hire purchase commitments, guarantees or other material contingent liabilities.

The Directors confirmed that there has been no material change in the indebtedness and contingent liabilities of the Group since 30 November 2021.

#### **4. MATERIAL ADVERSE CHANGE**

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31 March 2021, being the date to which the latest published audited consolidated financial statements of the Group were made up.

#### **5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP**

The Group is principally engaged in the provision of medical skin care services in Hong Kong. Currently, the Group operates two “Medicskin” branded medical skin care centres and one anti-aging centre at prime locations in Hong Kong that primarily focus on the treatment of skin diseases and problems and/or the improvement of appearance of clients.

The Group will continue to keep abreast of the latest industry knowledge in order to offer the most suitable and updated services to its clients. The Group continuously performs market research on the development of, and evaluates the effects of the latest products, skills and treatment devices and technology in the market. The Directors believes that the introduction of new types of services and products is one of the driving forces for the growth of the Group's business and is a significant way to maintain the Group's competitiveness and its forefront position in the industry.

It is expected that the Group will continue to face the adverse impact from the COVID-19 pandemic in this year. Nevertheless, leveraging on an established customer base and renowned reputation in the industry, and the Group's continued efforts in maximising revenue whilst improving operating efficiency, the Directors believe that the Group is able to face the challenges ahead and is cautiously confident about its development in the future. The Group will continue to use its best endeavours to provide the highest quality medical skin care services and products to its clients, strengthen its market position and identify new business opportunities so as to grow its brand and business and to maximise returns for its investors.

## 1. 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.

## 2. DISCLOSURE OF INTERESTS

### Directors' and chief executives' interests and short positions in shares, underlying shares and debentures

As at the Latest Practicable Date, the interests and short positions of the Directors and chief executive of the Company in shares, underlying shares or debentures of the Company or any associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) to be recorded in the register required to be kept under section 352 of the SFO; or (c) to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules, were as follows:

#### (a) Long position in the Shares

Director	Capacity and nature of interests	Number of Shares held	Approximate % of issued share capital
Dr. Kong ( <i>note</i> )	Interest in a controlled corporation	274,865,400	69.28%

*Note:* The 274,865,400 Shares are registered in the name of Topline, which is wholly owned by Dr. Kong. Under the SFO, Dr. Kong is deemed to be interested in all the Shares of the Company registered in the name of Topline.

**(b) Options to subscribe for Shares**

Particular of the Directors' interests in the share option scheme adopted by the Company on 3 December 2014 were as follows:

Name of the Directors	Grant date	Exercise price		Vesting period	Exercise period	Number of share
		per share				options as at the Latest Practicable Date
Kong Chung Wai	15.08.2018	0.433	N/A		15.08.2018 – 14.08.2022	200,000
	15.08.2018	0.433		15.08.2018 – 14.08.2019	15.08.2019 – 14.08.2022	400,000
	15.08.2018	0.433		15.08.2018 – 14.08.2020	15.08.2020 – 14.08.2022	200,000
Sin Chui Pik Christine	15.08.2018	0.433	N/A		15.08.2018 – 14.08.2022	200,000
	15.08.2018	0.433		15.08.2018 – 14.08.2019	15.08.2019 – 14.08.2022	400,000
	15.08.2018	0.433		15.08.2018 – 14.08.2020	15.08.2020 – 14.08.2022	200,000
Chan Cheong Tat	15.08.2018	0.433	N/A		15.08.2018 – 14.08.2022	200,000
	15.08.2018	0.433		15.08.2018 – 14.08.2019	15.08.2019 – 14.08.2022	200,000
Lee Ka Lun	15.08.2018	0.433	N/A		15.08.2018 – 14.08.2022	200,000
	15.08.2018	0.433		15.08.2018 – 14.08.2019	15.08.2019 – 14.08.2022	200,000
Leung Siu Cheung	15.08.2018	0.433	N/A		15.08.2018 – 14.08.2022	200,000
	15.08.2018	0.433		15.08.2018 – 14.08.2019	15.08.2019 – 14.08.2022	200,000
						2,800,000

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executive of the Company had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they are taken or deemed to have under such provisions of the SFO) or (b) to be recorded in the register required to be kept by the Company pursuant to section 352 of the SFO, or (c) as to be notified to the Company and the Stock Exchange pursuant to the required standard of dealings by directors of listed issuers as referred to in Rules 5.46 to 5.67 of the GEM Listing Rules.

**Substantial Shareholders' and other persons' interests and short position in shares and underlying shares**

As at the Latest Practicable Date, so far as is known to any Director or chief executive of the Company, the following persons (other than a Director or chief executive of the Company) had, or were deemed or taken to have interests or short positions in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or were, directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or who was substantial shareholder as recorded in the register required to be kept under section 336 of the SFO:

*Long position in the ordinary shares of the Company*

<b>Name of Shareholders</b>	<b>Capacity and nature of interests</b>	<b>Number of Shares held</b>	<b>Approximate % of issued share capital</b>
Topline (note a)	Beneficial owner	274,865,400	69.28%

*Notes:*

- (a) The 274,865,400 Shares are registered in the name of Topline, which is wholly owned by Dr. Kong. Under the SFO, Dr. Kong is deemed to be interested in all the Shares of the Company registered in the name of Topline.

Save as disclosed above, so far as was known to the Directors, as at the Latest Practicable Date, there was no other person (other than the Directors or chief executive of the Company) who had any interests or short positions in the Shares and the underlying Shares which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO, or were, directly or indirectly interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group or who was substantial Shareholder as recorded in the register required to be kept by the Company under section 336 of the SFO.

**3. DIRECTORS' SERVICE CONTRACTS**

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which is not determinable by the Group within one year without payment of compensation (other than statutory compensation).

**4. DIRECTORS' MATERIAL INTERESTS IN ASSETS, CONTRACT AND/OR ARRANGEMENT**

As at the Latest Practicable Date, none of the Directors had any interest, direct or indirect, in any assets which had been acquired or disposed of by or leased to any members of the Group, or were proposed to be acquired or disposed of by or leased to any members of the Group since 31 March 2021, being the date to which the latest published audited consolidated financial statements of the Company were made up. There is no contract or arrangement entered into by any member of the Group subsisting at the Latest Practicable Date in which any Director is materially interested and which is significant to the business of the Group.

**5. COMPETING INTERESTS**

As at the Latest Practicable Date, none of the Directors or the Controlling Shareholders or their respective close associates was interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group as required to be disclosed pursuant to the GEM Listing Rules.

## 6. LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries was or may become a party to any other litigation or arbitration of material importance and no litigation or claim of material importance was known to the Directors to be pending or threatened against the Company or any of its subsidiaries.

## 7. MATERIAL CONTRACTS

The following contract (not being contracts entered into in the ordinary course of business of the Group) had been entered into by members of the Group within the two years immediately preceding the Latest Practicable Date and are or may be material:

A share buy-back agreement (the “**Share Buy-back Agreement**”) dated 19 March 2020 entered into between the Company and Rich Unicorn Holdings Limited (“**Rich Unicorn**”), pursuant to which Rich Unicorn agreed to sell, and the Company agreed to repurchase for cancellation, a total of 80,000,000 ordinary shares of the Company (the “**Buy-back Shares**”) at the total consideration of HK\$10,000,000, equivalent to HK\$0.125 per share. All conditions under the Share Buy-back Agreement had been fulfilled and completion took place on 9 June 2020. The Buy-back Shares has been cancelled by the Company on 16 June 2020. Details of the share buy-back are set out in the Company’s announcement dated 19 March 2020 and the Company’s circular dated 8 May 2020, respectively.

## 8. GENERAL

- (a) The registered office of the Company is located at P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands.
- (b) The headquarter and principal place of business is located at Flat A-C, 16th Floor, Champion Building, 287-291 Des Voeux Road Central, Hong Kong.
- (c) The principal share registrar and transfer office is Maples Fund Services (Cayman) Limited, which is located at P.O. Box 1093, Boundary Hall, Cricket Square, Grand Cayman, KY1-1102, Cayman Islands.
- (d) The Hong Kong branch share registrar and transfer office is Tricor Investor Services Limited, which is located at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong.
- (e) The secretary of the Company is Ms. Sin Chui Pik Christine, who is an executive Director and the chief financial officer of the Company and a member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.
- (f) The compliance officer of the Company is Ms. Kong Chung Wai, who is an executive Director of the Company and a fellow member of the Association of Chartered Certified Accountants.
- (g) The Company has established the audit committee (the “**Audit Committee**”) on 3 December 2014 with written terms of reference in compliance with the GEM Listing Rules. The primary duties of the Audit Committee are to review and supervise the financial reporting process and

internal control system of the Company, make recommendations to the Board on the appointment, reappointment and removal of the external auditor and review the Company's financial information. The Audit Committee currently consists of three independent non-executive Directors, namely, Mr. Chan Cheong Tat, Mr. Lee Ka Lun and Mr. Leung Siu Cheung. Mr. Chan Cheong Tat is the chairman of the Audit Committee. The biographical details of members of the Audit Committee are set out in pages 50 and 51 of the annual report of the Company for the year ended 31 March 2021, which has been published on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.medicskinholdings.com](http://www.medicskinholdings.com).

- (h) In the event of any inconsistency, the English text of this circular prevails over the Chinese text.

## **9. DOCUMENTS ON DISPLAY**

Copies of the following documents will be published on the website of the Stock Exchange at [www.hkgem.com](http://www.hkgem.com) and the Company's website at [www.medicskinholdings.com](http://www.medicskinholdings.com) for a period of 14 days from the date of this circular:

- (a) the memorandum and articles of association of the Company;
- (b) the annual reports of the Company containing the audited consolidated financial statements of the Company for the three years ended 31 March 2021;
- (c) the interim report of the Company containing the unaudited consolidated financial statements of the Company for the six months ended 30 September 2021;
- (d) the material contracts referred to in the paragraph headed "Material Contracts" in this Appendix;
- (e) the Offer Letter; and
- (f) this circular.