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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer 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 **SIMPLICITY HOLDING LIMITED** (the “**Company**”), you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

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### **SIMPLICITY HOLDING LIMITED**

**倩碧控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8367)**

### **PROPOSALS FOR GENERAL MANDATES TO ISSUE AND REPURCHASES SHARES, RE-ELECTION OF RETIRING DIRECTORS, RE-APPOINTMENT OF AUDITORS, CHANGE OF COMPANY NAME AND NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting (“**AGM**”) of the Company to be held at Orange Financial Printing Limited, Unit 1103–06, China Building, 29 Queen’s Road Central, Central, Hong Kong, on 30 August 2024 at 11:00 a.m. is set out on pages 17 to 22 of this circular.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not later than 48 hours (i.e. 11:00 a.m. on 28 August 2024) before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

This circular will remain on the “Latest Listed Company Information” page of the website of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) at [www.hkexnews.hk](http://www.hkexnews.hk) for 7 days from the date of its posting. This circular will also be posted on the Company’s website at [www.simplicityholding.com](http://www.simplicityholding.com).

\* *For identification purpose only*

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## CHARACTERISTICS OF THE GEM OF THE STOCK EXCHANGE

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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:*

“AGM”	The annual general meeting of the Company to be convened and held at Orange Financial Printing Limited, Unit 1103–06, China Building, 29 Queen’s Road Central, Central, Hong Kong, on 30 August 2024 at 11:00 a.m., the notice of AGM is set out on page 17 to 22 of this circular
“AGM Notice”	The notice convening the AGM is set out on page 17 to 22 of this circular
“Articles of Association”	The existing second amended and restated articles of association of the Company and “Article” shall mean an article of the Articles of Association
“Board”	The board of Directors
“close associate(s)”	Has the same meaning ascribed to it under the GEM Listing Rules
“Company”	Simplicity Holding Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM of the Stock Exchange
“connected person(s)”	Has the same meaning ascribed to it under the GEM Listing Rules
“Director(s)”	The director(s) of the Company
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	The rules governing the listing of securities on GEM made by the Stock Exchange from time to time
“Group”	The Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	A general and unconditional mandate proposed to be granted to the Directors to exercise all power of the Company to allot, issue and otherwise deal with shares of the Company up to 20% of the issued share capital of the Company on the date of AGM as set out in resolution no. 4 of the AGM Notice
“Latest Practicable Date”	25 July 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Repurchase Mandate”	A general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase shares of the Company up to 10% of the issued share capital of the Company on the date of AGM, as set out in resolution no. 5 in the AGM Notice
“SFO”	The Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	Share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	The holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial shareholder(s)”	Has the same meaning ascribed to it under the GEM Listing Rules

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## DEFINITIONS

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“Takeovers Code”

The Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission of Hong Kong, as amended, modified or otherwise supplemented from time to time

“%”

Per cent.

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**LETTER FROM THE BOARD**

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**SIMPLICITY HOLDING LIMITED**

**倩碧控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8367)**

*Executive Directors*

Mr. Choi Pun Lap

Mr. Leung Wai Tai

*Independent non-executive Directors*

Mr. Lo Cheuk Fei Jeffrey

Mr. Cheung Hiu Fung

Mr. Wang Rongqian

*Registered Office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

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

35/F, Central Plaza,

18 Harbour Road,

Wanchai, Hong Kong

31 July 2024

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS FOR GENERAL MANDATES TO  
ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS,  
RE-APPOINTMENT OF AUDITOR,  
CHANGE OF COMPANY NAME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to: (i) provide you with details of the proposed Issue Mandate and the proposed Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the

\* For identification purpose only

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## LETTER FROM THE BOARD

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proposed re-election of Directors; (iv) furnish you with details of re-appointment of auditor; (v) furnish you with details of the proposed change of Company name; and (vi) provide you with the AGM Notice.

### **GENERAL MANDATE TO ISSUE SHARES**

The Company's existing mandate to issue shares was approved by ordinary resolutions at the annual general meeting held on 7 August 2023. The existing mandate to issue Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to allot, issue and otherwise deal with Shares of up to 20% of the total number of the issued Shares as at the date of passing of the relevant resolution.

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

The Issue Mandate allows the Company to allot, issue and otherwise deal with Shares only during the period ending on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company (the "**Relevant Period**").

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,150,839,695 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 230,167,939 new Shares under the Issue Mandate, representing 20% of the total number of the issued Shares as at the date of the AGM.

### **GENERAL MANDATE TO REPURCHASE SHARES**

The Company's existing mandate to repurchase shares was approved by ordinary resolutions at the annual general meeting held on 7 August 2023. The existing mandate to repurchase shares will lapse at the conclusion of the AGM.

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## LETTER FROM THE BOARD

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At the AGM, an ordinary resolution will be proposed to grant to the Directors new general and unconditional mandate to repurchase Shares of up to 10% of the total number of the issued Shares as at the date of passing of the relevant resolution. The Repurchase Mandate will allow the Company to make repurchases only during the Relevant Period.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,150,839,695 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 115,083,969 Shares under the Repurchase Mandate, representing 10% of the total number of the issued Shares as at the date of the AGM.

An explanatory statement required to be sent to the Shareholders under the GEM Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders.

### **RE-ELECTION OF DIRECTORS**

As at the Latest Practicable Date, the Board consisted of five Directors, namely:

#### **Executive Directors**

Mr. Choi Pun Lap

Mr. Leung Wai Tai

#### **Independent non-executive Directors**

Mr. Lo Cheuk Fei Jeffrey

Mr. Cheung Hiu Fung

Mr. Wang Rongqian

In accordance with Article 84(1) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not a multiple of three, then the number nearest to but not less than one-third) shall retire from office by rotation provided that every Director shall be subject to retirement at annual general meeting at least once every three years.

Further, according to Article 83(3) of the Articles of Association, any Director appointed by the Board to fill a causal vacancy shall hold office until the first general meeting of Members after his appointment and be subject to re-election at such meeting and any Director appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election.

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## LETTER FROM THE BOARD

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Therefore, at the AGM, each of Mr. Lo Cheuk Fei Jeffrey and Mr. Wang Rongqian will retire as Director by rotation and, being eligible, will offer themselves for re-election at the AGM.

The re-election of Directors has been reviewed by the Nomination Committee of the Company which recommended to the Board that the re-election be proposed for Shareholders' approval at the AGM. The Nomination Committee has also assessed the independence of all the Independent Non-executive Directors (“INEDs”). All the INEDs of the Company satisfy the Independence Guidelines set out in Rule 5.09 of the GEM Listing Rules and have provided to the Company an annual written confirmation of their independence. The Nomination Committee had also considered a range of diversity factors including age, education and cultural background, professional expertise, industry experience, skills, knowledge and length of service, as set out in the board diversity policy of the Company.

Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### RE-APPOINTMENT OF AUDITOR

Fan, Chan & Co. Limited (“FCCL”) will retire as the independent auditors of the Company at the AGM and, being eligible, offer themselves from re-appointment. Upon the recommendation of the audit committee of the Company (“Audit Committee”), the Board proposes to re-appoint FCCL as the auditors of the Company and to hold office until the conclusion of the next AGM and authorise the Board to fix its remuneration.

### PROPOSED CHANGE OF COMPANY NAME

The Board proposed to change the official registered English name of the Company from “Simplicity Holding Limited” to “SM International Group Limited” and to adopt the Chinese name “盛盟國際集團有限公司” as the dual foreign name of the Company (the “Proposed Change of Company Name”), subject to the conditions set out below being fulfilled.

#### Conditions of the Proposed Change of Company Name

The Proposed Change of Company Name will be subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the AGM to approve the Proposed Change of Company Name; and
2. the approval of the Registrar of Companies in the Cayman Islands having been obtained for the Proposed Change of Company Name.

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## LETTER FROM THE BOARD

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Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect upon the date on which the Registrar of Companies in the Cayman Islands issues a Certificate of Incorporation on Change of Name confirming that the new names have been registered. Thereafter, the Company will carry out the necessary filing procedures with the Companies Registry in Hong Kong. In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names for trading in the Shares will also be changed after the Proposed Change of Company Name becomes effective.

### **Reasons for the Proposed Change of Company Name**

The Board considers that the Proposed Change of Company Name will provide a new corporate identity and image of the Company to the market and the general public which can be beneficial to the Company's future business development. The Board is therefore of the view that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

### **Effects on the Proposed Change of Company Name**

The Proposed Change of Company Name will not affect any of the rights of the existing Shareholders. All existing share certificates of the Company in issue bearing the current name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to the Shares and will continue to be valid for trading, settlement, registration and delivery for the same number of shares in the new name of the Company. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new name of the Company. Upon the Proposed Change of Company Name becoming effective, any new share certificates will be issued in the new name of the Company.

Further announcement(s) will be made by the Company in relation to the effective date of the Proposed Change of Company Name, the new stock short names for trading in the Shares on the Stock Exchange and the new website address of the Company as and when appropriate.

### **CLOSURE OF REGISTER OF MEMBERS**

The forthcoming AGM is scheduled to be held on 30 August 2024. For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 26 August 2024 to Friday, 30 August 2024, both days inclusive, during which period no transfer of Shares will be registered. In order to attend and vote at AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the branch

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## LETTER FROM THE BOARD

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share registrar and transfer office of the Company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 23 August 2024.

### **AGM**

A notice convening the AGM to be held at Orange Financial Printing Limited, Unit 1103–06, China Building, 29 Queen’s Road Central, Central, Hong Kong, on 30 August 2024 at 11:00 a.m. is set out on page 17 to 22 of this circular. At the AGM, ordinary resolutions will be proposed to approve, among other matters, the granting of the general mandate to issue Shares, the Repurchase Mandate, the re-appointment of auditor and the re-election of the Directors and special resolutions will be proposed to approve the change of Company name.

A form of proxy for use by Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours (i.e. 11:00 a.m. on 28 August 2024) before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

### **VOTING BY POLL**

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all resolutions as set out in the notice convening the AGM will be voted by poll and, after being verified by the scrutineer, the results of the poll will be published in the manner prescribed under Rule 17.47(5) of GEM Listing Rules.

### **RECOMMENDATION**

The Directors consider that the granting of the general mandate to issue Shares, the Repurchase Mandate, the re-appointment of auditor, the re-election of the Directors and the change of Company name are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM and as set out in the AGM Notice.

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## LETTER FROM THE BOARD

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### 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.

### GENERAL INFORMATION

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

### LANGUAGE

The English text of this circular shall prevail over the Chinese text for the purpose of interpretation.

By order of the Board  
**Simplicity Holding Limited**  
**Choi Pun Lap**  
*Executive Director and Company Secretary*

*This appendix serves as an explanatory statement as required under the GEM Listing Rules to provide the requisite information to the Shareholders for consideration of the Repurchase Mandate pursuant to Rules 13.08 of the GEM Listing Rules.*

## **1. GEM LISTING RULES RELATING TO REPURCHASE OF SHARES**

The GEM Listing Rules permit companies whose primary listing is on the Stock Exchange to repurchase their shares on the Stock Exchange and any other stock exchange on which the securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the GEM Listing Rules provide that the shares of such company must be fully paid up and all repurchase of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general repurchase mandate or by specific approval of a particular transaction.

## **2. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,150,839,695 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of AGM, the Company will be allowed to repurchase a maximum of 115,083,969 Shares during the Relevant Period.

## **3. SOURCE OF FUNDS**

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the constitutive documents of the Company, the GEM Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company will not purchase the Shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

## **4. REASONS FOR SHARE REPURCHASE**

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that repurchase of Shares will benefit the Company and Shareholders as a whole.

## 5. IMPACT ON WORKING CAPITAL OR GEARING POSITION

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 March 2024, being the date of its latest published audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

## 6. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the 12 months immediately preceding the Latest Practicable Date were as follows:

	Share Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2023</b>		
July	0.305	0.260
August	0.260	0.171
September	0.174	0.143
October	0.141	0.092
November	0.097	0.080
December	0.094	0.077
<b>2024</b>		
January	0.107	0.074
February	0.090	0.075
March	0.076	0.061
April	0.068	0.059
May	0.099	0.060
June	0.089	0.076
July (up to the Latest Practicable Date)	0.121	0.038

## 7. 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 repurchases pursuant to the Repurchase Mandate and in accordance with the GEM Listing Rules, the Articles of Association, the memorandum of association of the Company and the applicable laws of the Cayman Islands.

## 8. EFFECT TO THE TAKEOVERS CODE

If, as a result of a repurchase of Shares, pursuant to the Repurchase 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 the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the Shareholders' interest, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 or Rule 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge of the Company, the following Shareholder is interested in more than 10% of the Shares then in issue. In the event that the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the Repurchase Mandate, the total interests of such Shareholder in the Shares would be increased to approximately the percentage set out in the last column as follows:

Name	Capacity/nature	Number of Shares held	Approximately % of shareholding	
			As at the Latest Practicable Date	If Repurchase Mandate is exercised in full
Wong Sai Cheong	Controlled corporation	190,839,695	16.58%	18.43%

*Notes:*

(1) All interests stated are long positions.

On the basis of the current shareholding of the Company, an exercise of the Repurchase Mandate in full will not result in Wong Sai Cheong becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors do not intend to exercise the power to repurchase Shares to an extent which would render any Shareholder or group of Shareholders obliged to make a mandatory offer under Rule 26 or Rule 32 of the Takeovers Code.

The Directors will not repurchase the Shares on GEM if the repurchase would result in the number of the listed securities which are in the hands of the public falling below 25%, being the relevant minimum prescribed percentage for the Company as required by the Stock Exchange.

**9. DISCLOSURE OF INTERESTS**

As at the Latest Practicable Date, none of the Directors nor, to the best of their respective knowledge and belief and having made all reasonable enquiries, their close associates (as defined under the GEM Listing Rules), have any present intention, if the Repurchase Mandate is approved by the Shareholders and is exercised, to sell any Shares to the Company or any of its subsidiaries under the Repurchase Mandate.

As at the Latest Practicable Date, no core connected person (as defined in the GEM Listing Rules) of the Company (i) has notified the Company that he/she/it has a present intention to sell any Shares; (ii) has undertaken to the Company that he/she/it will not sell any Shares held by he/she/it to the Company, in the event that the Repurchase Mandate is approved by the Shareholders.

**10. SHARE REPURCHASE MADE BY THE COMPANY**

The Company had not purchased any of the Shares (whether on GEM or otherwise) in the six months immediately preceding the Latest Practicable Date.

*The following are particulars of the Directors proposed to be re-elected at the AGM:*

**RE-ELECTION OF DIRECTORS****Mr. Lo Cheuk Fei Jeffrey (盧卓飛) (“Mr. Lo”)**

Mr. Lo, aged 31, was appointed as our independent non-executive director on 27 July, 2021. Mr. Lo obtained his Master’s degree with Honours in Accounting and Finance from The University of Edinburgh. Mr. Lo is also the company secretary of Shanyu Group Holdings Company Limited (stock code: 8245). Mr. Lo began his career at one of the Big Four accounting firms and has extensive experience in financial accounting. Mr. Lo is a member of the Hong Kong Institute of Certified Public Accountants, the Association of Chartered and Certified Accountants and the Institute of Chartered Accountants in England and Wales.

Mr. Lo has entered into a director’s service agreement with the Company for a term of one year commencing on 27 July 2023 subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association and is entitled to a remuneration of HK\$10,000 per month.

Save as disclosed above, Mr. Lo does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Lo does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the Shares which are required to be disclosed pursuant to Part XV to the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Lo as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

**Mr. Wang Rongqian (王榮騫) (“Mr. R Wang”)**

Mr. R Wang, aged 43, is an independent non-executive director in Cheong Lee Group Holdings Limited (stock code: 8098) which the issued shares are listed on the GEM of the Stock Exchange. Mr. R Wang holds a Master degree in corporate and financial laws from the University of Hong Kong. Mr. R Wang has extensive experience in the areas of project management, corporate finance, commercial trade and compliance. He was an independent non-executive director of Manison International Holdings Limited (stock code: 8456) from January 2021 to April 2022.

Mr. R Wang has entered into a director’s service agreement with the Company for a term of one year commencing on 24 October 2023 subject to rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association and is entitled to a remuneration of HK\$10,000 per month.

Save as disclosed above, Mr. R Wang does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. R Wang does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the Shares which are required to be disclosed pursuant to Part XV to the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. R Wang as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 17.50(2) of the GEM Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

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## NOTICE OF AGM

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*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*

### **SIMPLICITY HOLDING LIMITED**

**倩碧控股有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8367)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting of shareholders (the “**AGM**”) of Simplicity Holding Limited (the “**Company**”) will be held at Orange Financial Printing Limited, Unit 1103–06, China Building, 29 Queen’s Road Central, Central, Hong Kong, on Friday, 30 August 2024 at 11:00 a.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

#### **ORDINARY RESOLUTIONS**

1. To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 March 2024.
2. To re-appoint Fan, Chan & Co. Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration.
3. (a) To re-elect Mr. Lo Cheuk Fei Jeffrey as an independent non-executive Director and the board of Directors be authorised to fix his Director’s remuneration.  
  
(b) To re-elect Mr. Wang Rongqian as an independent non-executive Director and the board of Directors be authorised to fix his Director’s remuneration.

\* For identification purpose only

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## NOTICE OF AGM

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4. “**THAT:**

- (a) Subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the Listing of Securities on the GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares (the “**Shares**”) of HK\$0.01 each in the share capital of the Company or securities convertible into such Shares or options, warrants, or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) The approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares) during or after the end of the Relevant Period;
- (c) The total number of Shares to be allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the exercise of any options granted under any share option scheme adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of shares or rights to subscribe for shares in the capital of the Company; (iii) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part a dividend pursuant to the articles of association of the Company (the “**Articles of Association**”) from time to time; or (iv) an 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, shall not exceed 20% of the total number of the issued Shares as at the time of passing this resolution, and the said approval shall be limited accordingly; and

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## NOTICE OF AGM

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- (d) For the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
- (i) The conclusion of the next annual general meeting of the Company; or
  - (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 date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Company or the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares as at that date (subject to such exclusions 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 any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange).”

5. “**THAT:**

- (a) Subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the share capital of the Company on GEM of the Stock Exchange or on any other stock exchange on which the securities of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers to repurchase such shares are subject to and in accordance with all applicable laws and requirements of the GEM Listing Rules or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) The approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;

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## NOTICE OF AGM

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- (c) The total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the issued Shares as at the time of the passing of this resolution, and the said approval shall be limited accordingly; and
  - (d) For the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
    - (i) The conclusion of the next annual general meeting of the Company; or
    - (ii) 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 date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”
6. “**THAT** conditional upon the passing of resolutions 4 and 5 as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to resolution 4 as set out in this notice convening the AGM of which this resolution forms part be and is hereby extended by the addition thereto of the total number of Shares which may be repurchased by the Company under the authority granted pursuant to resolution 5 as set out in this notice convening the Meeting of which this resolution forms part, provided that such amount shall not exceed 10% of the total number of issued Shares as at the date of passing this resolution.”

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## NOTICE OF AGM

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### SPECIAL RESOLUTIONS

7. “**THAT** subject to and conditional upon the necessary approval of the Registrar of Companies of the Cayman Islands being obtained, the English name of the Company be changed from “Simplicity Holding Limited” to “SM International Group Limited” and the Chinese name “盛盟國際集團有限公司” be adopted as the dual foreign name of the Company (the “**Change of Company Name**”), and that any one or more of the directors of the Company be and is/are hereby authorized to do all such acts and things and execute all such documents and make all such arrangements as considered necessary or appropriate for the purpose of giving effect to the Change of Company Name.”

By Order of the Board  
**Simplicity Holding Limited**  
**Choi Pun Lap**

*Executive Director and Company Secretary*

Hong Kong, 31 July 2024

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any Shares, any one of such persons may vote at the above AGM (or any adjournment thereof), either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the above meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours (i.e. 11:00 a.m. on 28 August 2024) before the time appointed for holding the AGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to the proposed resolution no. 3 above, Biographical details of the retiring Directors standing for re-election are set out in Appendix II to this circular.

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## NOTICE OF AGM

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7. An explanatory statement as required by the GEM Listing Rules in connection with the repurchase mandate under resolution No. 5 above is set out in Appendix I to this circular.
8. The transfer books and Register of Members of the Company will be closed from Monday, 26 August 2024 to Friday, 30 August 2024, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 23 August 2024.
9. A form of proxy for use by shareholders at the AGM is enclosed.
10. If tropical cyclone warning signal no. 8 or above, "extreme conditions" caused by super typhoons or a black rainstorm warning is in effect at any time after 7 a.m. on Friday, 30 August 2024 in Hong Kong, the meeting will be adjourned in accordance with the bye-laws of the Company and further announcement for details of alternative meeting arrangements will be made. The meeting will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. You should make your own decision as to whether you would attend the meeting under bad weather conditions and if you should choose to do so, you are advised to exercise care and caution.

*As at the date of this notice, the executive Directors of the Company are Mr. Choi Pun Lap and Mr. Leung Wai Tai; and the independent non-executive Directors of the Company are Mr. Lo Cheuk Fei Jeffrey, Mr. Cheung Hiu Fung and Mr. Wang Rongqian.*

*This notice, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange 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 notice 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 notice misleading.*

*This notice will remain on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) on the "Latest Listed Company Information" page for at least 7 days from the date of its posting and will be published on the Company's website at [www.simplicityholding.com](http://www.simplicityholding.com).*