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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)

LAPSE OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of Simplicity Holding Limited (the “**Company**”) dated 10 October 2024 (the “**Announcement**”) in relation to the Placing. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The Board announces that as the conditions under the Placing Agreement were not fulfilled on or before 31 October 2024, the Placing Agreement has lapsed on 31 October 2024. Pursuant to the terms and conditions of the Placing Agreement, all rights, obligations and liabilities of the parties under the Placing Agreement in relation to the Placing shall cease and determine and none of the parties thereto shall have any claim against the other in respect of the Placing save for any antecedent breach and/or any rights or obligations which may have accrued under the Placing Agreement prior to such termination.

The Board is of the view that the lapse of the Placing has no material adverse impact on the existing business operation and financial position of the Group. The Company will also continuously seek opportunity for the placing of new shares at optimal price.

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

Executive Director and Company Secretary

Hong Kong, 31 October 2024

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

This announcement, 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 announcement 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 announcement misleading.

This announcement will remain on the Stock Exchange's website at <http://www.hkexnews.hk> on the "Latest Listed Company Information" page for at least seven days from the date of its publication and posting and will be published and remains on the website of the Company at <http://www.simplicityholding.com>.

** For identification purpose only*