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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting 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, 3 January 2025 at 2:30 p.m. to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon the Listing Committee of The Hong Kong Stock Exchange Limited granting approval for the listing of, and permission to deal in, the Consolidated Shares (as defined below), with effect from the second Business Day (as defined in the circular of the Company dated 18 December 2024, the “**Circular**”) after the passing of this resolution:
 - (a) every twenty (20) issued and unissued Shares of par value HK\$0.01 each in the share capital of the Company be consolidated into one (1) share of par value HK\$0.20 each (each a “**Consolidated Share**”) (the “**Share Consolidation**”) so that the authorised share capital of the Company shall change from HK\$20,000,000 divided into 2,000,000,000 Shares of par value HK\$0.01 each to HK\$20,000,000 divided into 100,000,000 Consolidated Shares of par value HK\$0.20 each, and such Consolidated Share(s) shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company; and
 - (b) the directors (“**Directors**”) of the Company be and are hereby authorised to do all such acts, deeds and things and execute all such documents (including under seal where appropriate) and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing, including without limitation, to make arrangements for the settlement and disposal of fractional entitlements, if any, arising from the Share Consolidation.”

* For identification purpose only

SPECIAL RESOLUTION

2. **“THAT** as a special resolution, subject to and conditional upon (i) the passing of resolution numbered 1 above and the Share Consolidation has become effective; (ii) if required under the Companies Act, Cap. 22 (Act 3 of 1961, as consolidated and revised) of the Cayman Islands (**“Companies Act”**), an order being made by the Grand Court of the Cayman Islands (**“Court”**) confirming the Capital Reduction (as defined below) and if applicable, compliance with any condition which the Court may impose in relation to the Capital Reduction (as defined below); (iii) if required under the Companies Act, registration by the Registrar of Companies of Cayman Islands of the order of the Court confirming the Capital Reduction and the minute approved by the Court containing the particulars required under the Companies Act of Cayman Islands in respect of the Capital Reduction (as defined below); (iv) the Listing Committee of The Hong Kong Stock Exchange Limited granting approval for the listing of, and permission to deal in, the New Shares (as defined below); and (v) the compliance with all procedures and requirements under the applicable laws of the Cayman Islands and the GEM Listing Rules (as defined in the Circular) to effect the Capital Reduction (as defined below) and Share Sub-division (as defined below), upon the date on which the aforesaid conditions are fulfilled:
- (a) the issued share capital of the Company shall be reduced by rounding down the total number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by cancelling any fraction of a Consolidated Share in the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation and the par value of each issued Consolidated Share in the share capital of the Company be reduced from HK\$0.20 to HK\$0.0001 (each a **“New Share”**) by cancelling paid-up capital to the extent of HK\$0.1999 on each issued Consolidated Share (**“Capital Reduction”**) and any liability of the holders of such shares to make any further contribution to the capital of the Company on each such share shall be treated as satisfied and that the amount of issued capital thereby cancelled be made available for issue of new shares of the Company;
 - (b) immediately following the Capital Reduction, each of the then authorized but unissued Consolidated Shares of par value HK\$0.20 each in the capital of the Company be sub-divided into 2,000 New Shares of HK\$0.0001 each (**“Sub-division”**) so that immediately following the Capital Reduction and Sub-division, the authorised share capital of the Company shall become HK\$20,000,000 divided into 200,000,000,000 New Shares of HK\$0.0001 each;

- (c) the credit arising from the Capital Reduction be transferred to a distributable reserve account of the Company which may be utilised by the Directors in accordance with memorandum and the articles of association of the Company and all applicable laws, including, without limitation, eliminating or setting off the accumulated losses of the Company from time to time;
- (d) each New Share shall rank *pari passu* in all respects with each other and have the rights and privileges and be subject to the restrictions in respect of ordinary shares contained in the memorandum and articles of association of the Company; and
- (e) the Directors be and are hereby authorised to do all such acts, deeds and things and execute all such documents (including under seal where appropriate) and to effect all necessary actions as they may consider necessary or desirable in order to effect, implement and complete any and all of the foregoing.”

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

Hong Kong, 18 December 2024

Notes:

1. A member of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association, vote in his stead. A proxy need not be a member of the Company but must be an individual and be present in person at the meeting to represent the member. If more than one proxy is appointed, the appointment shall specify the number of Shares in respect of which each of such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the office of Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting.
3. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting, and in such event the instrument appointing a proxy shall be deemed to be revoked.
4. For the purpose of determining shareholders’ entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Monday, 30 December 2024 to Friday, 3 January 2025 (both days inclusive), during which period no transfer of shares will be registered. In order to be entitled to attend and vote at the meeting, shareholders should ensure that all transfer documents, accompanied by the relevant share certificates, are lodged with the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Friday, 27 December 2024.

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 and Mr. Cheung Hiu Fung.

This notice, 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 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 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>.

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