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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)

CLARIFICATION ANNOUNCEMENT IN RELATION TO THE PLACING OF NEW SHARES AND RESUMPTION OF TRADING

Placing Agent

Sunhigh Financial Holdings Limited

Reference is made to the announcement of the Company dated 8 July 2026 (the “**Announcement**”) in relation to the entering into of the Placing Agreement with the Placing Agent and the Placing. Unless otherwise defined in this announcement, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The Board would like to clarify that there is inadvertent error in the Placing Agreement in particular the stated the maximum number of 16,560,000 Placing Shares and the Company and the Placing Agent have entered into a Supplemental Placing Agreement on 9 July 2026 to rectify the errors in the Placing Agreement.

CLARIFICATIONS

The Board would like to clarify that the maximum number of 13,800,000 Placing Shares. The following sections in both the English and Chinese versions of the Announcement should be revised by the following (with the change underlined for ease of reference):

THE PLACING AGREEMENT

On 8 July 2026 (after trading hours), the Company entered into the Placing Agreement with the Placing Agent. Pursuant to the Placing Agreement, the Company has conditionally agreed to place through the Placing Agent, on a best effort basis, up to **13,800,000** Placing Shares to not less than six independent Placees at the Placing Price of HK\$0.151 per Placing Share.

The net proceeds from the Placing

The maximum number of **13,800,000** Placing Shares represents approximately **16.66%** of the entire issued share capital of the Company of 82,849,984 Shares as at the date of the Announcement and approximately **14.28%** of the Company's entire issued share capital as enlarged by the Placing. Assuming all the Placing Shares are successfully placed by the Placing Agent, the maximum net proceeds from the Placing (after deducting the expenses incurred in the Placing) will be approximately **HK\$2.06** million which will be used for general working capital of the Group. The nominal value of the Placing Shares is **HK\$1,380.00**. Since completion of the Placing is subject to the fulfilment of the condition as set out in the Placing Agreement, the Placing may or may not proceed. Shareholders and potential investors are reminded to exercise caution when dealing in the Shares.

After the trading hours on 8 July 2026, the Company entered into the Placing Agreement with the Placing Agent for the placing of a maximum of **13,800,000** Placing Shares at the Placing Price of HK\$0.151 per Placing Share on a best effort basis and the terms and subject to the condition set out in the Placing Agreement.

General Mandate

The Placing Shares will be issued pursuant to the general mandate to allot, issue and deal with Shares granted to the Directors by resolution of the Shareholders passed at the Company's annual general meeting held on 26 September 2025 up to **13,809,996** Shares. As at the date of the Announcement, no Share has been issued pursuant to the general mandate.

EFFECT OF THE PLACING ON SHAREHOLDING

The shareholdings in the Company as at the date of this announcement and immediately after completion of the Placing is and will be as follows:

**As at the date of this
announcement**

**Immediately after completion of
the Placing assuming all Placing
Shares are fully placed**

	<i>No. of Shares</i>	<i>%</i>	<i>No. of Shares</i>	<i>%</i>
Smarty Task Limited (note 1)	4,770,992	5.76	4,770,992	<u>4.94</u>
Smarty Gain Limited (note 1)	4,770,992	5.76	4,770,992	<u>4.94</u>
Deng Xiaohe	9,680,000	11.68	9,680,000	<u>10.02</u>
Li Hanshen	4,600,000	5.55	4,600,000	<u>4.76</u>
Zhang Qifeng (note 2)	1,620,000	1.96	1,620,000	<u>1.68</u>
Placees	-	-	<u>13,800,000</u>	<u>14.27</u>
Other public Shareholders	<u>57,408,000</u>	<u>69.29</u>	<u>57,408,000</u>	<u>59.39</u>
Total	<u>82,849,984</u>	<u>100.00</u>	<u>96,649,984</u>	<u>100.00</u>

Notes:

1. Smarty Task Limited and Smarty Gain Limited are 100% owned by Wong Sai Cheung.
2. Zhang Qifeng is an executive director of the Company.

DEFINITION

“Placing Shares” a maximum of **13,800,000** new Shares to be placed pursuant to the Placing Agreement

Save as disclosed above, all other information disclosed in the Announcement remains unchanged.

RESUMPTION OF TRADING

At the request of the Company, trading in the Company’s shares on the Stock Exchange has been halted with effect from 9:00 a.m. on 9 July 2026, pending the release of this announcement. An application has been made by the Company to the Stock Exchange for resumption of trading in the Company’s shares with effect from 1:00 p.m. on 9 July 2026.

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

Hong Kong, 9 July 2026

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

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*