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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, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Moisselle International Holdings Limited 慕詩國際集團有限公司, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.

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**MOISELLE**  
**MOISELLE INTERNATIONAL HOLDINGS LIMITED**  
**慕詩國際集團有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 130)

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice of the Annual General Meeting to be held at Function Rooms 35B & 35C, Level 35, Two Pacific Place, No. 88 Queensway, Admiralty, Hong Kong on Friday, 16 September 2022 at 3:00 p.m. is set out on pages 12 to 15 of this circular. A form of proxy for use by the Shareholders at the Annual General Meeting is enclosed with the 2022 annual report of the Company which has been despatched to the Shareholders with this circular.

Whether or not you intend to attend and vote at the Annual General Meeting in person, please complete the form of proxy in accordance with the instructions printed thereon and return it to the Hong Kong branch share registrar of the Company, Hong Kong Registrars Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

**Precautionary measures and special arrangements for the 2022 AGM**

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the 2022 Annual General Meeting of the Company ("AGM"):

- (1) Compulsory temperature screening/checks;
- (2) Submission of Health Declaration Form;
- (3) Attendees who are subject to health quarantine prescribed by the HKSAR Government not being admitted to the AGM venue;
- (4) Wearing of surgical face mask; and
- (5) No provision of refreshment, drinks or corporate gifts.

Attendees are in addition requested to observe and practice good personal hygiene at all times. To the extent permitted by law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the attendees at the AGM.

**For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy and to return their proxy forms by the time specified above, instead of attending the AGM in person**

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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With the outbreak and spreading of the COVID-19 pandemic and the heightened requirements for the prevention and control of its spreading, to safeguard the health and safety of Shareholders who might be attending the 2022 Annual General Meeting (“AGM”) in person, the Company will implement the following precautionary measures at the AGM.

**Voting by proxy in advance of the AGM:** The Company does not in any way wish to diminish the opportunity available to Shareholders to exercise their rights and to vote, but is conscious of the pressing need to protect Shareholders from possible exposure to the COVID-19 pandemic. For the health and safety of Shareholders, the Company would like to encourage Shareholders to exercise their right to vote at the AGM by appointing the Chairman of the AGM as their proxy instead of attending the AGM in person. Physical attendance is not necessary for the purpose of exercising Shareholder rights. **Completion and return of the proxy form will not preclude Shareholders from attending and voting in person at the AGM or any adjournment thereof should they subsequently so wish.**

**The deadline to submit completed proxy forms is Wednesday, 14 September 2022 at 3:00 p.m.** Completed proxy forms must be returned to the Hong Kong branch share registrar of the Company, Hong Kong Registrars Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

To safeguard the health and safety of Shareholders who might be attending the AGM in person, the Company will also implement the following measures at the AGM:

- (1) Compulsory temperature screening/checks will be carried out on every attendee at the entrance of Function Rooms 35B & 35C, Level 35, Two Pacific Place, No. 88 Queensway, Admiralty, Hong Kong (“AGM venue”). Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the AGM venue and be requested to leave the AGM venue.
- (2) Every attendee will be required to submit a completed Health Declaration Form (the “Form”) prior to entry into the AGM venue. The Form is sent to all registered Shareholders together with this circular. Please have the completed and signed Form ready for collection at the main entrance of the AGM venue to facilitate prompt and smooth processing.
- (3) Every attendee will be required to wear a surgical face mask throughout the AGM and sit at a distance from other attendees. Please note that no masks will be provided at the AGM venue and attendees should wear their own masks.
- (4) No refreshment, drinks or corporate gifts will be provided to attendees at the AGM.

Attendees are in addition requested to observe and practise good personal hygiene at all times. To the extent permitted by law, the Company reserves the right to deny entry into the AGM venue or require any person to leave the AGM venue so as to ensure the health and safety of the attendees at the AGM.

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## PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the AGM arrangements at short notice. Shareholders should check the Company's investor relations website at <http://ir.moiselle.com.hk> for future announcements and updates on the AGM arrangements.

**Appointment of proxy by non-registered Shareholders:** Non-registered Shareholders whose Shares are held through banks, brokers, custodians or the Hong Kong Securities Clearing Company Limited should consult directly with their banks or brokers or custodians (as the case may be) to assist them in the appointment of proxy.

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Function Rooms 35B & 35C, Level 35, Two Pacific Place, No. 88 Queensway, Admiralty, Hong Kong on Friday, 16 September 2022 at 3:00 p.m., or any adjournment thereof;
“Articles”	the articles of association of the Company as may be amended from time to time;
“associate(s)”	has the same meaning as ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Buy Back Mandate”	the general and unconditional mandate to buy back fully paid up Shares of up to 10% of the total number of Shares in issue as at the date of passing of the ordinary resolution in relation thereto;
“Companies Act”	the Companies Act (2022 Revision) of the Cayman Islands for the time being in force;
“Company”	Moiselle International Holdings Limited 慕詩國際集團有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the Main Board of the Stock Exchange;
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules;
“Directors”	the directors of the Company;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate to allot and issue Shares with an aggregate nominal amount not exceeding 20% of the total number of Shares in issue as at the date of passing of the ordinary resolution in relation thereto;
“Latest Practicable Date”	25 July 2022, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;

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## DEFINITIONS

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“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time;
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company;
“Shareholder(s)”	the holder(s) of the Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers; and
“%”	per cent.

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LETTER FROM THE BOARD

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**MOISELLE**  
**MOISELLE INTERNATIONAL HOLDINGS LIMITED**

**慕詩國際集團有限公司**

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

(Stock Code: 130)

*Executive Directors:*

Mr. Chan Yum Kit (*Chairman*)

Ms. Tsui How Kiu, Shirley

Mr. Chan Sze Chun

*Independent Non-executive Directors:*

Ms. Yu Yuk Ying, Vivian

Mr. Chu Chun Kit, Sidney

Ms. Wong Shuk Ying, Helen

*Registered office:*

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business*

*in Hong Kong:*

Units 1-5, 11th Floor

Kodak House 2

39 Healthy Street East

North Point

Hong Kong

29 July 2022

*To the Shareholders*

Dear Sir/Madam,

**GENERAL MANDATES TO ISSUE AND BUY BACK SHARES,  
RE-ELECTION OF DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the Annual General Meeting relating to (i) the granting to the Directors the Buy Back Mandate; (ii) the granting to the Directors the Issue Mandate; (iii) the extension of the Issue Mandate to include shares bought back pursuant to the Buy Back Mandate; and (iv) the re-election of retiring Directors.

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## LETTER FROM THE BOARD

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### **GENERAL MANDATE TO BUY BACK SHARES**

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to buy back issued Shares of the Company subject to the criteria set out in this circular. In particular, Shareholders should note that the maximum number of Shares that may be bought back pursuant to the Buy Back Mandate will be such number of Shares which represents 10% of the total number of Shares in issue as at the date of passing of the resolution subject to the Listing Rules. The Buy Back Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law or the Articles, and the date upon which such authority is revoked or varied by ordinary resolution of the Company in a general meeting.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement which is set out in Appendix II to this circular.

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

At the Annual General Meeting, an ordinary resolution will be proposed to the Shareholders to grant to the Directors a general and unconditional mandate to issue Shares representing up to 20% of the total number of Shares in issue as at the date of passing of the resolution in relation thereto. Subject to the passing of the ordinary resolution granting the Issue Mandate and on the basis of 287,930,000 Shares in issue as at the Latest Practicable Date and that no further Shares are issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Issue Mandate to issue up to 57,586,000 Shares, being 20% of the total number of Shares in issue as at the date of passing of the resolution to approve the Issue Mandate. The Issue Mandate will end on the earliest of the date of the next annual general meeting, the date by which the next annual general meeting of the Company is required to be held by law or the Articles, and the date upon which such authority is revoked or varied by ordinary resolution of the Company in general meeting.

Subject to the passing of the aforesaid ordinary resolutions in relation to the Buy Back Mandate and the Issue Mandate, an ordinary resolution will also be proposed to authorise the Directors to issue Shares in an amount not exceeding the aggregate number of Shares bought back by the Company pursuant to the Buy Back Mandate.



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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

Pursuant to the Articles, Mr. Chan Sze Chun and Ms. Wong Shuk Ying, Helen will retire at the Annual General Meeting and, being eligible, will offer themselves for re-election as Directors. Information on the retiring Directors is set out in Appendix I to this circular.

Ms. Wong Shuk Ying, Helen was appointed an independent non-executive Director on 25 September 2004. Ms. Wong has served as an independent non-executive Director of the Company for more than seventeen years. Ms. Wong meets the independence criteria set out in Rule 3.13 of the Listing Rules and is not involved in the daily management of the Company. Ms. Wong is not involved in any relationships or circumstances which would interfere with the exercise of his independent judgment. In addition, Ms. Wong continues to demonstrate the attributes of an independent non-executive Director and there is no evidence that her tenure has had any impact on her independence. Based on these considerations, the Board is of the opinion that Ms. Wong remains independent notwithstanding the length of her service with the Company. The Board believes that with her valuable knowledge and experience in the Group's business and her general business acumen, her re-appointment as independent non-executive Director will continue to be beneficial to the Company and the Shareholders as a whole.

### TENURE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Ms. Yu Yuk Ying, Vivian and Mr. Chu Chun Kit, Sidney were appointed as independent non-executive Directors in January 2002 and October 2003 respectively, and had served as independent non-executive Directors of the Company for more than twenty and eighteen years respectively.

### ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on pages 12 to 15 of this circular.

Pursuant to the requirements of the Listing Rules, all votes to be taken at the Annual General Meeting will be by poll.

A form of proxy for the Annual General Meeting is enclosed with the 2022 annual report of the Company which has been despatched to the Shareholders with this circular. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as practicable but in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof in person should you so wish.

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## LETTER FROM THE BOARD

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

For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from 9 September 2022 to 16 September 2022, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 8 September 2022.

### **RECOMMENDATION**

The Directors consider that the re-election of the retiring Directors and the proposed granting of the Buy Back Mandate and the Issue Mandate to the Directors are in the best interests of the Company and the Shareholders as a whole and, accordingly, the Directors recommend all Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

### **RESPONSIBILITY STATEMENT**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 document 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.

Yours faithfully,  
By order of the Board of  
**MOISELLE INTERNATIONAL HOLDINGS LIMITED**  
**Chan Yum Kit**  
*Chairman*

*The biographical details of the Directors proposed to be re-elected at the Annual General Meeting are set out as follows:*

**Mr. CHAN Sze Chun**, aged 44, is an executive Director. He joined the Group in December 2000. He is responsible for overseeing the Group's overseas market operations. Mr. Chan Sze Chun holds a bachelor's degree in commerce from Monash University of Australia. He is the son of Mr. Chan Yum Kit, the Chairman of the Company, and Ms. Tsui How Kiu, Shirley, an executive director of the Company, and is the brother of Mr. Chan Pak Hei, a senior management of the Company. Save as disclosed, Mr. Chan is not related to any other directors or senior management of the Group. Other than holding directorship in the Company, Mr. Chan has not held directorship in any other listed company in the last three years. As at the Latest Practicable Date, Mr. Chan is interested in 900,000 Shares, representing approximately 0.31% of the issued share capital of the Company. Save as disclosed, Mr. Chan has no other interest in the Company which is discloseable under Part XV of the SFO.

Mr. Chan has entered into a service contract for a period of three years commencing on 1 January 2022. Pursuant to the service contract, Mr. Chan will receive a basic annual salary of HK\$780,000 for each year of service. Subject to the approvals of the Board, Mr. Chan will also be paid a discretionary bonus and allowances in addition to the basic salary. The discretionary bonus is determined with regard to the performance of Mr. Chan and the operating results of the Group. The allowances are determined by reference to expenses properly and reasonably incurred by Mr. Chan in relation to the business of the Group. For the year ended 31 March 2022, Mr. Chan received total emoluments of approximately HK\$447,000. Mr. Chan's emoluments (which included the discretionary bonus and allowances) were determined with reference to his duties, responsibilities and experience, as well as prevailing market conditions.

**Ms. WONG Shuk Ying, Helen** (alias name: LEE Shuk Ying, Helen), aged 68, is an independent non-executive Director appointed in September 2004. Ms. Wong is currently the director of Kimeray Investment Limited. She has over 30 years' experience in management consulting and systems implementation in both the public and private sectors. Ms. Wong is a member of the Chartered Professional Accountants of Canada and holds a bachelor's degree in commerce from Queen's University in Canada. She is a member of the board of directors and the finance committee, and the chairman of the information technology committee of Heep Hong Society, and is the honorary treasurer, the chairman of the information technology development committee and a member of the social service committee and finance and administration committee of Hong Kong YWCA. Ms. Wong is not related to any other directors or senior management of the Company. Other than holding directorship in the Company, Ms. Wong has not held directorship in any other listed company in the last three years. As at the Latest Practicable Date, Ms. Wong was interested in 28,000 Shares, representing approximately 0.01% of the issued share capital of the Company. Save as disclosed, Ms. Wong has no other interest in the Company which is discloseable under Part XV of the SFO.

Ms. Wong has entered into an appointment letter with the Company for a period of two years commencing on 25 September 2020 and is entitled to an annual director's fee of HK\$90,000 per annum, which was determined based on the estimated time spent by Ms. Wong on Company related matters.

Save as disclosed above, there is no information to be disclosed pursuant to any of the requirements set out in Rules 13.51(2)(h) to (v) of the Listing Rules in respect of re-election of Mr. Chan Sze Chun and Ms. Wong Shuk Ying, Helen, and there are no other matters that need to be brought to the attention of the Shareholders in relation to the re-election of the above retiring Directors.

This is an explanatory statement given to all Shareholders relating to a resolution to be proposed at the Annual General Meeting for approving the Buy Back Mandate. This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) and other relevant provisions of the Listing Rules which is set out as follows:

### **1. SHARE CAPITAL**

As at the Latest Practicable Date, the Company had 287,930,000 Shares in issue.

Subject to the passing of the ordinary resolution granting the Buy Back Mandate and on the basis that no further Shares are issued or bought back prior to the Annual General Meeting, the Company would be allowed under the Buy Back Mandate to buy back a maximum of 28,793,000 Shares, being 10% of the entire issued share capital of the Company.

### **2. REASONS FOR SHARE BUY BACK**

The Directors believe that the Buy Back Mandate is in the best interests of the Company and its Shareholders as a whole. Whilst it is not possible to anticipate in advance any specific circumstances in which the Directors might think it appropriate to buy back Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and its Shareholders as a whole as such buy-backs may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value per Share and/or earnings per Share. Shareholders can be assured that the Directors would only make such purchases in circumstances where they consider them to be in the best interests of the Company and the Shareholders as a whole.

### **3. FUNDING OF BUY-BACKS**

In buying back Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Articles and the laws of the Cayman Islands. Any buy back of Shares will be made out of the profits of the Company or the proceeds of a fresh issue of Shares made for the purpose of the purchase or, if authorized by the Articles and subject to the Companies Law, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorized by the Articles and subject to the Companies Act, out of capital. In accordance with the laws of the Cayman Islands, the Shares so bought back would be treated as cancelled.

The Directors consider that the exercise of the Buy Back Mandate in full will not have a material adverse impact on the working capital or gearing level of the Company (as compared with the position disclosed in its latest published audited accounts as at 31 March 2022). The Directors do not propose to exercise the Buy Back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

**4. SHARE PRICES**

The highest and lowest prices at which the Shares traded on the Stock Exchange during each of the previous twelve months before the printing of this document are as follows:

	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2021</b>		
July	0.37	0.32
August	0.38	0.29
September	0.39	0.31
October	0.33	0.32
November	0.32	0.29
December	0.31	0.25
<b>2022</b>		
January	0.29	0.26
February	0.29	0.24
March	0.30	0.23
April	0.32	0.28
May	0.31	0.28
June	0.30	0.26
July (up to the Latest Practicable Date)	0.26	0.24

**5. 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 buy-backs pursuant to the Buy Back Mandate and in accordance with the Listing Rules, the memorandum of association and Articles of the Company and the laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, their associates have any present intention to sell any Shares to the Company in the event that the Buy Back Mandate is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, nor have undertaken not to do so, in the event that the Buy Back Mandate is granted by the Shareholders.

**6. HONG KONG CODE ON TAKEOVERS AND MERGERS AND THE PUBLIC FLOAT REQUIREMENT**

If a Shareholder's proportionate interest in the voting capital of the Company increases as a result of a share buy back, such increase will be treated as an acquisition for the purposes of the Takeovers Code and, if such increase results in a change of control, may in certain circumstances give rise to an obligation to make a general offer for Shares under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Company, Super Result Consultants Limited, a company owned as to 46.7% by Mr. Chan Yum Kit and as to 46.7% by Ms. Tsui How Kiu, Shirley, together with both of them was beneficially interested in an aggregate of approximately 68.81% of the issued share capital of the Company. In the event that the Buy Back Mandate is exercised in full, the shareholding in the Company held by them would be increased to approximately 76.45% of the issued share capital of the Company. Accordingly, such increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code.

The Directors will not exercise the Buy Back Mandate to such an extent as a result of such buy backs, the number of Shares held by the public would fall below 25% of the total number of Shares in issue.

**7. SHARE BUY BACK MADE BY THE COMPANY**

The Company had not bought back any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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# MOISELLE MOISELLE INTERNATIONAL HOLDINGS LIMITED

## 慕詩國際集團有限公司

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

(Stock Code: 130)

**NOTICE IS HEREBY GIVEN** that the annual general meeting of **MOISELLE INTERNATIONAL HOLDINGS LIMITED** (the “Company”) will be held at Function Rooms 35B & 35C, Level 35, Two Pacific Place, No. 88 Queensway, Admiralty, Hong Kong on Friday, 16 September 2022 at 3:00 p.m., for the purposes of considering and, if thought fit, passing the following resolutions (with or without modifications):

### **As Ordinary Business**

1. To receive, consider and adopt the directors’ report of the Company, the audited consolidated financial statements and the independent auditor’s report for the year ended 31 March 2022.
2. To re-elect Mr. Chan Sze Chun, a retiring director of the Company (“Director”), as an executive Director.
3. To re-elect Ms. Wong Shuk Ying, Helen, a retiring independent non-executive Director who has served the Company for more than seventeen years, as an independent non-executive Director.
4. To authorise the board of directors to fix the remuneration of the Directors.
5. To re-appoint the auditors of the Company and to authorise the Directors to fix the remuneration of such auditors.

### **As Special Business**

To consider and, if thought fit, pass the following resolutions as ordinary resolutions of the Company:

6. **“THAT:**
  - (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to purchase issued Shares of HK\$0.01 each in the capital of the Company subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time be and is hereby generally and unconditionally approved;



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## NOTICE OF ANNUAL GENERAL MEETING

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- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the directors;
- (c) the aggregate nominal amount of the shares which are authorised to be purchased by the directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Company’s articles of association to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting.”

7. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company during the Relevant Period to make or grant offers, agreements, options and rights of exchange or conversion which might require the exercise of such powers after the end of the Relevant Period;

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval granted in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined), or (ii) any share option scheme of the Company approved by The Stock Exchange of Hong Kong Limited, or (iii) any scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the total number of shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and

(d) for the purposes 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;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Company’s articles of association to be held; or
- (iii) the date upon which the authority set out in this resolution is revoked or varied by way of ordinary resolution of the Company in general meeting; and

“**Rights Issue**” means an offer of shares open for a period fixed by the directors of the Company to holders of shares on the register on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company 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, in any territory outside Hong Kong).”

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## NOTICE OF ANNUAL GENERAL MEETING

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8. “**THAT** conditional upon the passing of the resolutions nos. 6 and 7 as set out in the notice convening the meeting of which these resolutions form part (the “Notice”), the general mandate granted to the directors of the Company pursuant to the resolution no. 7 as set out in the Notice be and is hereby extended by the addition thereto of the total number of shares purchased by the Company under the authority granted pursuant to the resolution no. 6 as set out in the Notice, provided that such amount shall not exceed 10 per cent. of the total number of shares of the Company as at the date of passing of this resolution.”

By Order of the Board of  
**MOISELLE INTERNATIONAL HOLDINGS LIMITED**  
**Pang Lin**  
*Company Secretary*

Hong Kong, 29 July 2022

*Notes:*

- (1) Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- (2) In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company’s branch registrar in Hong Kong, Hong Kong Registrars Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
- (3) For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from 9 September 2022 to 16 September 2022, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 8 September 2022.
- (4) With respect to the resolution set out in resolution no. 6 of the notice, approval is being sought from shareholders of the Company for a general mandate to be given to the directors to buy back shares of the Company.
- (5) With respect to the resolutions set out in resolution nos. 7 and 8 of the notice, approval is being sought from shareholders of the Company for general mandates to be given to the directors to allot, issue and deal with shares of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- (6) In the event of typhoon signal No. 8 or above or a “black” rainstorm warning is hoisted/issued and remains hoisted/in issue at any time after 12:00 noon on the date of the above meeting, then the above meeting will be postponed. The Company will post an announcement on the website of Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company’s investor relations website at <http://ir.moiselle.com.hk> to notify shareholders of the date, time and place of the rescheduled meeting.
- (7) Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the Company’s investor relations website at <http://ir.moiselle.com.hk> for future announcements and updates on the Annual General Meeting arrangements.