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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)

FURTHER ANNOUNCEMENT IN RELATION TO THE 2023 ANNUAL REPORT

Reference is made to the annual report of Moiselle International Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) for the year ended 31 March 2023 (the “**Annual Report**”).

The Company would like to provide shareholders and investors the following additional information in relation to the continuing connected transactions of the Company:

Continuing connected transactions

During the year, the Group had the following transactions and arrangements with connected persons (as defined in the Listing Rules) of the Company which constituted continuing connected transactions for the Company and are required to be reported in the Annual Report in compliance with the disclosure requirements under Chapter 14A of the Listing Rules:

On 23 August 2022, Boo Gie Garment Factory Limited (“**Boo Gie Garment**”), a wholly-owned subsidiary of the Company, entered into a goods supply and purchase agreement (the “**Agreement**”) with Nice Power Asia Limited (“**Nice Power**”) to regulate the supply and sales of menswear and ladieswear by Boo Gie Garment to Nice Power from April 2022 to end of March 2023. The Agreement covered the seasons of fall 2022, winter 2022, spring 2023 and summer 2023, with annual cap (as revised) set at HK\$7,386,000. During the year, the total transaction amount under the Agreement was approximately HK\$5,211,000.

The pricing policies are set at fixed unit price, the same as in normal commercial practices. The goods were charged at FOB prices with terms mutually agreed by both parties based on prices of goods of similar specifications and natures supplied to independent customers. The FOB prices are determined based on ex-factory prices for each style with profit margin of 15% to 73% depending on the order quantity. Basic profit margin of 15% is charged for sourcing of exquisite raw materials and accessories and merchandising services provided. Additional profit margin is charged when order is lower than minimum order quantity of 50 pieces, at surcharge of 15% for order quantity from 20 to 49 pieces and of 50% for order quantity from 1 to 19 pieces respectively. Minimum order quantity can otherwise fluctuate depending on availability of fabric and other accessory materials and will be agreed by both parties.

Nice Power is 20% owned by the Group, 40% owned by Mr. Chan Pak Hei, Billy (“**Mr. Chan**”), a senior management of the Group, and 40% owned by an independent third party. Mr. Chan is the son of Mr. Chan Yum Kit, chairman and executive director of the Company and Ms. Tsui How Kiu, Shirley, an executive director of the Company, and is the brother of Mr. Chan Sze Chun, an executive director of the Company. Nice Power is considered to be a connected person of the Company, and the transactions between Boo Gie Garment and Nice Power under the Agreement constitute continuing connected transactions of the Company.

Pursuant to Rule 14A.55 of the Listing Rules, all independent non-executive directors have reviewed the above continuing connected transactions and confirmed that they were entered into:

1. in the ordinary and usual course of business of the Group;
2. on normal commercial terms or better; and
3. in accordance with the Agreement on terms that are fair and reasonable and in the interests of the shareholders as a whole.

In addition, in accordance with Rule 14A.56 of the Listing Rules, the Group has engaged its auditors to report on the Group's continuing connected transactions. The auditors of the Group have issued a letter to the Board confirming that nothing has come to their attention that causes them to believe that the above continuing connected transactions:

1. have not been approved by the Board;
2. were not, in all material respects, in accordance with the pricing policies of the Group in relation to the provision of goods or services by the Group;
3. have not been entered into, in all material respects, in accordance with the terms of the relevant agreements governing such transactions; and
4. have exceeded the annual cap.

Related party transactions

Details of the related party transactions of the Group for the year ended 31 March 2023 are disclosed in note 31 to the consolidated financial statements of the Annual Report. Save for the continuing connected transactions disclosed above, during the year under review, none of the related party transactions constituted a connected transaction or continuing connected transaction subject to independent shareholders' approval, annual review and all disclosure requirements in Chapter 14A of the Listing Rules.

By Order of the Board
Moiselle International Holdings Limited
Chan Yum Kit
Chairman

Hong Kong, 18 August 2023

As at the date of this announcement, the Company's executive directors are Mr Chan Yum Kit, Ms Tsui How Kiu, Shirley and Mr Chan Sze Chun, and independent non-executive directors are Ms Yu Yuk Ying, Vivian, Mr Chu Chun Kit, Sidney, Ms Wong Shuk Ying, Helen and Dr. Ng Lai Man Carmen.