THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 Moiselle 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.

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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

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 Monday, 29 September 2025 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 2025 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, Computershare Hong Kong Investor Services 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.

Hong Kong, 31 July 2025

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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 Monday, 29 September 2025 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 (as amended from time to time) 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"	28 July 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;
"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.

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
Dr. Ng Lai Man, Carmen

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

31 July 2025

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.

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.

RE-ELECTION OF DIRECTORS

Pursuant to the Articles, Mr. Chu Chun Kit, Sidney, Ms. Wong Shuk Ying, Helen and Dr. Ng Lai Man, Carmen 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.

Mr. Chu Chun Kit, Sidney was appointed an independent non-executive Director on 27 October 2003. Mr. Chu has served as an independent non-executive Director of the Company for more than twenty-one years. Mr. Chu 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. Mr. Chu is not involved in any relationships or circumstances which would interfere with the exercise of his independent judgment. In addition, Mr. Chu continues to demonstrate the attributes of an independent non-executive Director and there is no evidence that his tenure has had any impact on his independence. The Board is of the opinion that Mr. Chu remains independent notwithstanding the length of her service with the Company. The Board believes that with his valuable knowledge and experience in the Group's business and his general business acumen, his re-appointment as independent non-executive Director will continue to be beneficial to the Company and the Shareholders as a whole.

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 twenty 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 her 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. 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 Dr. Ng Lai Man, Carmen were appointed as independent non-executive Directors in January 2002 and April 2023 respectively, and had served as independent non-executive Directors of the Company for more than twenty-three and two 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 2025 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, Computershare Hong Kong Investor Services 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.

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 22 September 2025 to 29 September 2025, 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, Computershare Hong Kong Investor Services 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 19 September 2025.

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. CHU Chun Kit, Sidney, aged 64, is an independent non-executive director appointed in October 2003. Mr Chu is currently the CEO of Archiledture Limited. He has 34 years' experience in international marketing and senior management role in both the semiconductor and solid-state lighting industries. Mr. Chu graduated from the University of Essex with a bachelor's degree in science (electronic engineering) and received a master's degree in science from the University of Westminster, London. Mr. Chu is not related to any other directors or senior management of the Company. Other than holding directorship in the Company, Mr. Chu has not held directorship in any other listed company in the last three years. As at the Latest Practicable Date, Mr. Chu does not have any interest in the Company which is discloseable under Part XV of the SFO.

Mr. Chu has entered into an appointment with the Company for a period of two years commencing on 27 October 2023 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 Mr. Chu on Company related matters.

Ms. WONG Shuk Ying, Helen (alias name: LEE Shuk Ying, Helen), aged 71, 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, the finance committee and the information technology committee of Heep Hong Society, and is the president of, and the chairman of the finance and administration committee and the primary and community health 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 with the Company for a period of two years commencing on 25 September 2024 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.

Dr. NG Lai Man, Carmen, aged 60, is an independent non-executive director appointed in April 2023. She has over 30 years of experience in professional accounting, corporate finance and asset management service in Mainland China, Hong Kong, Southeast Asia, Europe, Canada and the United States.

Dr. Ng is a practising certified public accountant in Hong Kong and is currently a director of Cosmos CPA Limited, an audit and advisory firm in Hong Kong. She is a fellow member of the Hong Kong Institute of Certified Public Accountants.

Dr. Ng received her Doctor degree in Business Administration from The Hong Kong Polytechnic University, Juris Doctor degree in Law from The Chinese University of Hong Kong, Master of Laws in Corporate and Financial Laws from The University of Hong Kong, Master of Business Administration from The Chinese University of Hong Kong, Master of Professional Accounting from The Hong Kong Polytechnic University as well as Master of Science in Global Finance jointly offered by Leonard N. Stern School of Business of New York University and School of Business of The Hong Kong University of Science & Technology.

Dr. Ng has no relationship with any directors, senior management or substantial or controlling shareholders of the Company. As at the latest practicable date, Dr. Ng does not have interest in any shares of the Company within the meaning of Part XV of the SFO.

Dr. Ng is currently an independent non-executive director of eSun Holdings Limited (stock code: 571) and Global International Credit Group Limited (stock code: 1669), both being companies listed on the Stock Exchange. Save as disclosed, Dr. Ng has not held directorship in any other listed companies in the three years preceding the date of this circular.

Dr. Ng has entered into an appointment with the Company for a term of two years commencing on 1 April 2025 and is entitled to an annual director's fee of HK$90,000, which was determined based on the estimated time spent by Dr. Ng 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. Chu Chun Kit, Sidney, Ms. Wong Shuk Ying, Helen and Dr. Ng Lai Man, Carmen, 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 2025). 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	**Lowest**
	HK$	*HK$*
2024		
July	0.16	0.14
August	0.14	0.13
September	0.13	0.12
October	0.23	0.14
November	0.15	0.13
December	0.15	0.12
2025		
January	0.15	0.12
February	0.14	0.11
March	0.18	0.13
April	0.18	0.13
May	0.16	0.12
June	0.18	0.10
July (up to the Latest Practicable Date)	0.14	0.11

5. DISCLOSURE OF INTERESTS

The Directors, so far as the same may be applicable, will exercise the powers of the Company to make buy backs pursuant to the Buy Back Mandate 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, any of their close associates have any present intention to sell any Shares to the Company or its subsidiaries in the event that the Buy Back Mandate is approved by the Shareholders.

No core 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 69.78% 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 77.53% 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.

8. STATUS OF BOUGHT BACK SHARES

The Listing Rules provide that all the shares bought back by the Company are automatically delisted and the Company must ensure that the corresponding certificates are cancelled and destroyed. Under the Companies Act, the shares so bought back in accordance with the proposed Buy Back Mandate will be regarded as cancelled.

9. CONFIRMATION

The Company confirms that neither this explanatory statement nor the proposed Buy Back Mandate has any unusual features.

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 Monday, 29 September 2025 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 2025.

2. To re-elect Mr. Chu Chun Kit, Sidney, a retiring independent non-executive director of the Company ("**Director**") who has served the Company for more than twenty-one years, as an independent non-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 twenty years, as an independent non-executive Director.

4. To re-elect Dr. Ng Lai Man, Carmen, a retiring independent non-executive Director, as an independent non-executive Director.

5. To authorise the board of directors of the Company to fix the remuneration of the Directors.

6. 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:

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 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;

(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."

8. "**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;

(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)."

9. "**THAT** conditional upon the passing of the resolutions nos. 7 and 8 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. 8 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. 7 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, 31 July 2025

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, Computershare Hong Kong Investor Services 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 22 September 2025 to 29 September 2025, 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, Computershare Hong Kong Investor Services 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 19 September 2025.

(4) With respect to the resolution set out in resolution no. 7 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. 8 and 9 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 and the Company's investor relations website at https://ir.moiselle.com.hk to notify shareholders of the date, time and place of the rescheduled meeting.