THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **MOS House Group Limited** (the "**Company**"), you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

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.

MOS HOUSE GROUP LTD

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1653)

(1) PROPOSED GRANT OF ISSUE MANDATE AND REPURCHASE MANDATE; (2) RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the "**AGM**") of the Company to be held at Unit 1001, 10/F, Plaza 228, 228 Wan Chai Road, Wan Chai, Hong Kong on Monday, 29 September 2025 at 3:00 p.m. is set out on pages 15 to 19 of this circular. A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

13 August 2025

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In this circular, unless the context otherwise requires, the following expressions have the following meanings:

"AGM"	the annual general meeting of the Company to be held at Unit 1001, 10/F, Plaza 228, 228 Wan Chai Road, Wan Chai, Hong Kong on Monday, 29 September 2025 at 3:00 p.m., the notice of which is set out on pages 15 to 19 of this circular
"AGM Notice"	the notice convening the AGM set out on pages 15 to 19 of this circular
"Articles of Association"	the amended and restated articles of association of the Company adopted on 30 September 2022 and as amended from time to time
"Board"	the board of Directors
"Business Day"	a day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal numbered 8 or above or a "black" rainstorm warning is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon) on which licensed banks in Hong Kong are open for business
"CCASS"	Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system
"Close Associate(s)"	has the same meaning ascribed to it under the Listing Rules
"Company"	MOS House Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 1653)
"Core Connected Person(s)"	has the same meaning ascribed to it under the Listing Rules
"Director(s)"	the director(s) of the Company
"Group"	the Company and its subsidiaries
"HKSCC"	Hong Kong Securities Clearing Company Limited, a wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited
"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 proposed to be granted to the Directors to exercise all power of the Company to allot, issue and otherwise deal with new Shares (including any sale or transfer of Treasury Shares out of treasury) or other securities of up to a maximum of 20% of the total number of Shares (excluding any Treasury Shares) in issue as at the date of the AGM, as set out in resolution numbered 4 of the AGM Notice
"Latest Practicable Date"	13 August 2025, being the latest practicable date prior to the publication of this circular for the purpose of ascertaining certain information contained herein
"Listing Committee"	the listing sub-committee of the board of directors of the Stock Exchange
"Listing Date"	19 October 2018, being the date of listing of the Shares on the main board of the Stock Exchange
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Repurchase Mandate"	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares (excluding any Treasury Shares) in issue as at the date of the AGM, as set out in resolution numbered 5 of the AGM Notice
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
"Share(s)"	Ordinary share(s) of HK$0.1 each in the share capital of the Company
"Shareholder(s)"	the holder(s) of Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	The Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission of Hong Kong, as amended, modified or otherwise supplemented from time to time

"Treasury Shares"	has the meaning ascribed to it under the Listing Rules which came into effect on 11 June 2024 and as amended from time to time
"%"	per cent.

MOS HOUSE GROUP LTD

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1653)

Executive Directors:
Mr. Simon Tso *(Chairman and Chief Executive Officer)*
Ms. Tsui To Fei

Independent Non-executive Directors:
Mr. Woo King Hang, *JP*
Mr. Hui Chun Tak, *PDSM*
Mr. Wong Chun Ping, *BBS, MH, JP*

Registered Office:
Cricket Square Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:
Unit 1001, 10/F, Plaza 228
228 Wan Chai Road
Wan Chai
Hong Kong

13 August 2025

To the Shareholders

Dear Sir/Madam,

(1) PROPOSED GRANT OF ISSUE MANDATE AND REPURCHASE MANDATE; (2) RE-ELECTION OF DIRECTORS; AND (3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with details of (i) the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) the re-election of Directors; and (iii) give you the AGM Notice.

GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders on 12 September 2024. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors a new general and unconditional mandate to allot, issue and otherwise deal with Shares (including any sale or transfer of Treasury Shares out of Treasury) of up to 20% of the total number of the Shares (excluding any Treasury Shares) in issue as at the date of the AGM (subject to adjustment for share sub-division or consolidation).

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

The Issue Mandate allows the Company to allot, issue and otherwise deal with Shares only during the period from the date of passing of the relevant resolution to the earliest of (i) the conclusion of the next AGM; (ii) the date by which the next AGM is required to be held by the Articles of Association or any applicable laws including, without limitation, laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company (the "**Relevant Period**").

As at the Latest Practicable Date, the issued share capital of the Company is comprised of 284,117,000 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 56,823,400 new Shares (including any sale or transfer of Treasury Shares out of Treasury) under the Issue Mandate, representing 20% of the total number of the Shares in issue as at the date of the AGM.

An ordinary resolution will also be proposed to authorise the extension of the Issue Mandate by an addition thereto of an amount representing the aggregate number of Shares repurchased by the Company under the Repurchase Mandate (if granted).

GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by its then Shareholders on 12 September 2024. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors a new general and unconditional mandate to repurchase Shares of up to 10% of the total number of the Shares (excluding any Treasury Shares) in issue as at the date of the AGM. The Repurchase Mandate allows the Company to make repurchases only during the Relevant Period.

As at the Latest Practicable Date, the issued share capital of the Company is comprised of 284,117,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 28,411,700 Shares under the Repurchase Mandate, representing 10% of the total number of the Shares in issue as at the date of the AGM.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases. For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

In accordance with the requirements of the Listing Rules, an explanatory statement of the Repurchase Mandate is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders in accordance with Rule 10.06 of the Listing Rules.

The Issue Mandate and the Repurchase Mandate, if granted, will continue to be in force during the period from the date of passing of the ordinary resolutions for the approval of the Issue Mandate and the Repurchase Mandate up to (i) the conclusion of the next AGM; (ii) the expiration of the period within which the next AGM is required by the Articles of Association or any applicable laws to be held; or (iii) the date on which such authority is revoked or varied by ordinary resolution of the Shareholders at a general meeting of the Company, whichever occurs first.

RE-ELECTION OF DIRECTORS

In accordance with Article 84(2) of the Articles of Association, Mr. Simon Tso and Ms. Tsui To Fei will retire from office as Directors and being eligible, have offered themselves for re-election as Directors at the AGM.

Details of the above retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

AGM

A notice convening the AGM to be held at Unit 1001, 10/F, Plaza 228, 228 Wan Chai Road, Wan Chai, Hong Kong on Monday, 29 September 2025 at 3:00 p.m. is set out on pages 15 to 19 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 24 September 2025 to Monday, 29 September 2025 (both days inclusive) during which period no transfer of Shares will be effected for the purpose of determining Shareholders who are entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificate(s) should be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Tuesday, 23 September 2025. All persons who are registered holders of the Shares on Monday, 29 September 2025, the record date of the AGM, will be entitled to attend and vote at the AGM.

RECOMMENDATION

The Directors consider that the Issue Mandate (including the extended Issue Mandate), the Repurchase Mandate and the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM. Your attention is also drawn to the additional information set out in the Appendices to this circular.

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 circular 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.

By Order of the Board
MOS House Group Limited
Simon Tso
Chairman

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company is comprised of 284,117,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company will be allowed to repurchase a maximum of 28,411,700 Shares during the Relevant Period, representing 10% of the total number of the Shares (excluding any Treasury Shares) in issue as at the date of the AGM.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to HKSCC to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any Shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

2. FUNDING OF REPURCHASES

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the Articles of Association, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company will not purchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

3. REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that repurchase of Shares will benefit the Company and the Shareholders as a whole.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in twelve calendar months preceding the Latest Practicable Date (13 August 2025) were as follows:

	Shares Price	
	Highest	**Lowest**
	HK$	*HK$*
2024		
August	0.350	0.305
September	0.345	0.270
October	0.580	0.265
November	0.345	0.300
December	0.440	0.260
2025		
January	0.385	0.335
February	0.410	0.295
March	0.420	0.345
April	0.390	0.230
May	0.270	0.232
June	0.335	0.265
July	0.345	0.280
August (up to and including the Latest Practicable Date)	0.375	0.315

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 repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Articles of Association, the memorandum of association of the Company or any applicable laws including, without limitation, laws of the Cayman Islands.

No Core Connected Person of the Company has notified the Company that he/she/it has a present intention to sell Shares of the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar as the Directors are aware of, Mr. Simon Tso had interests in 176,000,000 Shares, of which 90,000,000 Shares were held by RB Power Limited (whose entire issued share capital is indirectly owned by TMF (Cayman) Ltd, the trustee of his family trust), 14,680,000 Shares by Cyber Building Limited (whose entire issued share capital is owned in equal share by Mr. Simon Tso and his spouse Ms. Tsui To Fei), 66,520,000 Shares and 2,400,000 Share options were held in his own name and 2,400,000 Share options were held by Ms. Tsui, representing approximately 61.95% of the share capital in issue of the Company.

In the event that the Repurchase Mandate was exercised in full, the interest of Mr. Simon Tso will be increased from approximately 61.90% to approximately 68.83%. On the basis of the aforesaid increase of shareholding, the Directors are not aware of any consequences of such repurchases of Shares that would result in Mr. Simon Tso becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to such an extent as would result in any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

Furthermore, the Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total number of Shares in issue.

7. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective Close Associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company.

As at the Latest Practicable Date, no Core Connected Person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. MATERIAL ADVERSE CHANGE

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company as compared with those as at 31 March 2025, being the date to which the latest published audited accounts of the Company have been made up. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

9. SHARE REPURCHASE MADE BY THE COMPANY

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

The following are particulars of the Directors proposed to be re-elected at the AGM:

RE-ELECTION OF EXECUTIVE DIRECTORS

Mr. Simon Tso ("Mr. Tso")

Mr. Tso, aged 52, was appointed as our Director on 25 September 2015 and re-designated as our executive Director on 17 December 2015. Mr. Tso is the founder, chairman and chief executive officer of our Group and a controlling shareholder of the Company. Mr. Tso is also the chairman of the nomination committee of the Company for the period from 1 April 2024 to 30 June 2025 and ceased to be a member of the committee with effect from 1 July 2025. He also serves as directors of the Group's subsidiaries. He is responsible for the overall strategic planning, operations and management of our Group.

Mr. Tso has over 20 years of experience in trading of tiles and building materials. Mr. Tso is a director of Pok Oi Hospital, a charitable organisation principally engaged in the provision of medical, social and educational services. He is also the president of Wanchai and Central & Western District Industries and Commerce Association, an industrial and commercial organisation. Mr. Tso is appointed a member of the Council of the Hong Kong Metropolitan University with effect from 20 June 2025 for a period of 3 years.

Mr. Tso obtained a bachelor's degree in engineering from the University of Manchester Institute of Science and Technology (which was merged with the Victoria University of Manchester, now known as the University of Manchester) in the United Kingdom in July 1997. He also received a master's degree in business administration from the University of Liverpool in the United Kingdom in December 1998. Mr. Tso did not hold any other directorship in listed public companies in the last three years. Mr. Tso is the spouse of Ms. Tsui To Fei.

As at the Latest Practicable Date, Mr. Simon Tso is interested in 176,000,000 Shares, representing approximately 61.95% of the share capital in issue of the Company, of which 90,000,000 Shares were held by RB Power Limited (whose entire issued share capital is indirectly owned by TMF (Cayman) Ltd, the trustee of Mr. Tso's family trust), 14,680,000 Shares by Cyber Building Limited (whose entire issued share capital is owned in equal share by Mr. Simon Tso and his spouse Ms. Tsui To Fei), 66,520,000 Shares and 2,400,000 Share options were held in his own name and 2,400,000 Share options were held by Ms. Tsui). Under Part XV of the SFO, Mr. Tso being the spouse of Ms. Tsui is deemed to be interested in the 2,400,000 Share options held by Ms. Tsui.

Mr. Tso renewed his service agreement with the Company for a term of three years with effect from 1 December 2024, which may be terminated by not less than three months' notice in writing served by either party on the other, and is subject to retirement by rotation and re-election at AGMs of the Company in accordance with the Articles of Association. For the year ended 31 March 2025, the total remuneration of Mr. Tso amounted to HK$2,916,000, details of which were set out in the notes to the financial statements in the annual report for the year ended 31 March 2025. The remuneration of Mr. Tso is determined with reference to the prevailing market conditions, the Company's performance and his time, effort and expertise spent on the Group's affairs.

Save as disclosed herein and as at the Latest Practicable Date, Mr. Tso does not (i) have any relationship with any Directors, senior management or substantial Shareholders; (ii) hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) hold any other position with the Company or other members of the Group; (iv) have any other major appointments and professional qualifications; (v) have any interests in the Shares within the meaning of the SFO; and (vi) have any other matters that need to be brought to the attention of the Shareholders nor has any other information that is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules.

Ms. Tsui To Fei ("Ms. Tsui")

Ms. Tsui, aged 56, was appointed as our executive Director on 26 January 2018. Ms. Tsui joined our Group as the director of Regent Building Material Supplies Company Limited since June 2000. Ms. Tsui is a member of the remuneration committee of the Company and she was appointed a member of the nomination committee of the Company with effect from 1 July 2025. She also served as director of a few of the Group's subsidiaries. She is primarily responsible for the overall strategic planning, operations and management of our Group. Ms. Tsui has also been a director of Asian Wealth Limited since June 2009 and Cyber Building Limited since July 2000. Both are investment holding companies, which Ms. Tsui has been responsible for making investment decisions. Prior to joining our Group, Ms. Tsui was involved in family textile business.

Ms. Tsui is the honorary vice president of Hong Kong Hangzhou Association, the honorary president of Hangzhou Hong Kong Women's Association, the vice president of Hong Kong Central and Western District Women Entrepreneurs Association Limited, the vice-chairlady of Hong Kong Tianjin Business and Professional Women Association and the Honorary President of Hong Kong Island Women's Association. She was previously the president of Rotary Club of Manhattan Hong Kong Limited (2020–2021). Ms. Tsui graduated from South Hills Academy in the United States in 1990. Ms. Tsui did not hold any other directorship in listed public companies in the last three years. Ms. Tsui is the spouse of Mr. Tso.

As at the Latest Practicable Date, Ms. Tsui is interested in 176,000,000 Shares, representing 61.95% of the issued share capital of the Company, among which 14,680,000 Shares are held via Cyber Building Limited (whose entire issued share capital is owned in equal share by Ms. Tsui and Mr. Tso), 2,400,000 Share options are held in her own name and 158,920,000 Shares are held as spouse interest (90,000,000 Shares are beneficially held by RB Power Limited, whose entire issued share capital is indirectly owned by TMF (Cayman) Ltd., the trustee of Mr. Tso's family trust, 66,520,000 Shares and 2,400,000 Share options are directly held by Mr. Tso). Under Part XV of the SFO, Ms. Tsui being the spouse of Mr. Tso is deemed to be interested in the aforementioned 158,920,000 Shares.

Ms. Tsui renewed her service agreement with the Company for a term of three years which commenced on 1 December 2024, which may be terminated by not less than three months' notice in writing served by either party on the other, and is subject to retirement by rotation and re-election at AGMs of the Company in accordance with the Articles of Association. For the year ended 31 March 2025, the total remuneration of Ms. Tsui amounted to HK$816,000, details of which were set out in the notes to the financial statements in the annual report for the year ended 31 March 2025. The remuneration of Ms. Tsui is determined with reference to the prevailing market conditions, the Company's performance and her time, effort and expertise spent on the Group's affairs.

Save as disclosed herein and as at the Latest Practicable Date, Ms. Tsui does not (i) have any relationship with any Directors, senior management or substantial Shareholders; (ii) hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) hold any other position with the Company or other members of the Group; (iv) have any other major appointments and professional qualifications; (v) have any interests in the Shares within the meaning of the SFO; and (vi) have any other matters that need to be brought to the attention of the Shareholders nor has any other information that is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules.

MOS HOUSE GROUP LTD

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1653)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**AGM**") of shareholders (the "**Shareholders**") of MOS House Group Limited (the "**Company**") will be held at Unit 1001, 10/F, Plaza 228, 228 Wan Chai Road, Wan Chai, Hong Kong on Monday, 29 September 2025 at 3:00 p.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the "**Director(s)**") and the auditor of the Company for the year ended 31 March 2025.

2. To re-appoint CL Partners CPA Limited as auditor of the Company and to authorise the board of Directors to fix its remuneration.

3. (a) To re-elect Mr. Simon Tso as an executive Director;

   (b) To re-elect Ms. Tsui To Fei as an executive Director; and

   (c) To authorise the board of Directors to fix the Directors' remuneration.

4. To consider as special business and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

   "**THAT**:

   (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the listing of Securities (the "**Listing Rules**") on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK$0.1 each or such other nominal amount as shall result from a sub-division or a consolidation of such shares (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules which came into effect on 11

June 2024 and as amended from time to time, "**Treasury Shares**") out of treasury) from time to time (the "**Share(s)**") in the share capital of the Company or securities convertible into such Shares or options, warrants, or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares) during or after the end of the Relevant Period;

(c) the total number of Shares to be allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the grant or exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of shares or rights to subscribe for Shares; (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company (the "**Articles of Association**") from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20% of the total number of the Shares (excluding any Treasury Shares) in issue as at the date of the AGM, and the said approval shall be limited accordingly; and

(d) for the purpose of this resolution,

"**Relevant Period**" means the period from the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next AGM of the Company; or

(ii) the expiration of the period within which the next AGM of the Company is required by the Articles of Association or any applicable laws including, without limitation, laws of the Cayman Islands to be held; or

(iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting.

"**Rights Issue**" means an offer of Shares open for a period fixed by the Company or the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors 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 outside Hong Kong)."

any reference to an allotment, issue, grant, offer or disposal of Shares shall include the sale or transfer of Treasury Shares out of the treasury of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations."

5. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

"**THAT**:

(a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares (or securities convertible into Shares) on the Stock Exchange or on any other stock exchange on which the Shares may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers to repurchase such Shares are subject to and in accordance with all applicable laws and requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;

(c) the total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the Shares (excluding any Treasury Shares) in issue as at the date of the AGM, and the said approval pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purpose 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 AGM; or

(ii) the expiration of the period within which the next AGM is required by the Articles of Association or any applicable laws including, without limitation, laws of the Cayman Islands to be held; or

(iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the Shareholders in general meeting."

6. To consider and if thought fit, to pass with or without modification the following resolution as an ordinary resolution:

"**THAT**: conditional upon the passing of resolutions numbered 4 and 5 as set out in this notice convening the AGM, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares pursuant to resolution numbered 4 above be and is hereby extended by the addition thereto of the total number of Shares which may be repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of the Shares (excluding any Treasury Shares) in issue as at the date of the AGM."

By Order of the Board
MOS House Group Limited
Simon Tso
Chairman

Hong Kong, 13 August 2025

Notes:

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company.

2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized on its behalf.

3. Where there are joint registered holders of any Shares, any one of such persons may vote at the AGM (or any adjournment thereof), either personally or by proxy, in respect of such Share as if he was solely entitled thereto; but if more than one of such joint holders by present at the AGM personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such Share shall alone be entitled to vote in respect thereof.

4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.

5. Delivery of an instrument appointing a proxy shall not preclude a Shareholder from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

6. In relation to resolution numbered 3, Mr. Simon Tso and Ms. Tsui To Fei will retire from office at the AGM in accordance with the Articles of Association and, being eligible, will offer themselves for re-election. Biographical details of these Directors are set out in Appendix II to the Company's circular dated 13 August 2025.

7. An explanatory statement as required by the Listing Rules in connection with the repurchase mandate under resolution numbered 5 above is set out in Appendix I to the Company's circular dated 13 August 2025.

8. The transfer books and register of members of the Company will be closed from Wednesday, 24 September 2025 to Monday, 29 September 2025 both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 23 September 2025.

As at the date of this notice, the Board comprises of two executive Directors, namely Mr. Simon Tso and Ms. Tsui To Fei and three independent non-executive Directors, namely Mr. Woo King Hang, JP, Mr. Hui Chun Tak, PDSM and Mr. Wong Chun Ping, BBS, MH, JP.