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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).

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MOS House Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1653)

**(1) PROPOSALS FOR GRANT OF
ISSUE MANDATE AND REPURCHASE MANDATE,
(2) RETIREMENT OF DIRECTORS AND
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 The Penthouse Function Room, 39/F, L’Hotel Causeway Bay Harbour View, 18 King’s Road, Causeway Bay, Hong Kong on Friday, 30 August 2019 at 11:00 a.m. is set out on pages 14 to 18 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, Wanchai, 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.

31 July 2019

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DEFINITIONS

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 The Penthouse Function Room, 39/F, L’Hotel Causeway Bay Harbour View, 18 King’s Road, Causeway Bay, Hong Kong on Friday, 30 August 2019 at 11:00 a.m., the notice of which is set out on pages 14 to 18 of this circular
“AGM Notice”	the notice convening the AGM set out on pages 14 to 18 of this circular
“Articles of Association”	the amended and restated articles of association of the Company adopted on 20 September 2018 and as amended from time to time
“Board”	the board of Directors
“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 and traded on the Stock Exchange
“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
“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 Shares of up to 20% of the total number of issued Shares on the date of AGM as set out in resolution no. 4 of the AGM Notice
“Latest Practicable Date”	24 July 2019, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Date”	19 October 2018, being the date of listing of the Shares on the main board of the Stock Exchange

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“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 10% of the total number of issued Shares on the date of the AGM, as set out in resolution no. 5 in 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\$0.01 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
“%”	per cent.

LETTER FROM THE BOARD

MOS House Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1653)

Executive Directors:

Mr. Simon Tso
Ms. Tsui To Fei

Non-executive Directors:

Mr. Leung Wai Chuen
Mr. Sincere Wong

Independent Non-executive Directors:

Mr. Ho Wing Tim
Mr. Ng Wang To
Ms. Law Chui Yuk

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:*

50/F, China Online Centre
333 Lockhart Road
Wanchai
Hong Kong

31 July 2019

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSALS FOR GRANT OF
ISSUE MANDATE AND REPURCHASE MANDATE,
(2) RETIREMENT OF DIRECTORS AND
RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to: (i) provide you with details of 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) set out an explanatory statement regarding the Repurchase Mandate; (iii) furnish you with details of the proposed re-election of Directors; and (iv) give you the AGM Notice.

GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholder on 20 September 2018. 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 of up to 20% of the total number of the issued Shares as at the date of the passing of the proposed resolution.

LETTER FROM THE BOARD

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 annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or the 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 comprised 2,000,000,000 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 400,000,000 new Shares under the Issue Mandate, representing 20% of the total number of the issued Shares as at the date of the AGM.

GENERAL MANDATE TO REPURCHASE SHARES

The Company’s existing mandate to repurchase Shares was approved by its then Shareholder on 20 September 2018. 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 issued Shares as at the date of passing of the proposed resolution. 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 comprised 2,000,000,000 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 200,000,000 Shares under the Repurchase Mandate, representing 10% of the total number of the issued Shares as at the date of the AGM.

An explanatory statement required to be sent to the Shareholders under the Listing Rules 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.

LETTER FROM THE BOARD

RE-ELECTION OF RETIRING DIRECTORS

Mr. Leung Wai Chuen, a non-executive Director, will not offer himself for re-election due to his other career commitments, and will retire from office as a Director after the conclusion of the AGM.

In accordance with Article 84 of the Articles of Association, Mr. Ho Wing Tim and Mr. Ng Wang To will retire from office as Directors and being eligible, have offered themselves for re-election as Directors at the AGM.

Pursuant to Article 83(3) of the Articles of Association, Mr. Sincere Wong, being appointed by the Board as an addition to the existing Board on 28 January 2019, will hold office until the AGM and, being eligible, has offered himself for re-election 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 The Penthouse Function Room, 39/F, L'Hotel Causeway Bay Harbour View, 18 King's Road, Causeway Bay, Hong Kong on Friday, 30 August 2019 at 11:00 a.m. is set out on pages 14 to 18 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, Wanchai, 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.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Tuesday, 27 August 2019 to Friday, 30 August 2019 (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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Monday, 26 August 2019. All persons who are registered holders of the Shares on 30 August 2019, the record date of the AGM, will be entitled to attend and vote at the AGM.

RECOMMENDATION

The Directors consider that the granting of the Issue Mandate and the Repurchase Mandate, the extension of the Issue Mandate and the re-election of retiring 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 the relevant resolutions to be proposed at the AGM and as set out in the AGM Notice.

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 comprised 2,000,000,000 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 AGM, the Company will be allowed to repurchase a maximum of 200,000,000 Shares during the Relevant Period, representing 10% of the total number of the issued Shares as at the date of the AGM.

2. SOURCE OF FUNDS

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 constitutive documents of the Company, 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 during the period from the Listing Date to the Latest Practicable Date were as follows:

	Shares Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2018		
October (from the Listing Date)	0.360	0.255
November	0.670	0.240
December	0.430	0.134
2019		
January	0.180	0.111
February	0.133	0.116
March	0.160	0.119
April	0.154	0.116
May	0.121	0.084
June	0.117	0.078
July (up to and including the Latest Practicable Date)	0.109	0.083

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 and the applicable 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 the Directors are aware of, Mr. Simon Tso, via RB Power Limited (collectively, the "**Controlling Shareholders**"), controls 1,500,000,000 Shares, representing 75% of the issued share capital of the Company.

In the event that the Repurchase Mandate was exercised in full, the interest of the Controlling Shareholders in the Company will be increased from 75% to approximately 83.33%. 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 the Controlling Shareholders 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.

As the exercise of the Repurchase Mandate in full would result in insufficient public float of the Company, 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 issued Shares.

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 2019, 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 DIRECTORS

Non-executive Director

Mr. Sincere Wong (黃誠思) (“Mr. Wong”)

Mr. Sincere Wong (黃誠思), aged 55, was one of the joint company secretaries of the Company from September 2018 to January 2019 and was appointed as a non-executive Director on 28 January 2019. He is also a member of the corporate governance committee of the Company. Mr. Wong is the founder and currently a partner of Wong Heung Sum & Lawyers, a Hong Kong law firm. He has also been an independent non-executive director respectively of Bank of Gansu Co., Ltd. (stock code: 2139) since August 2017 and U Banquet Group Holding Limited (stock code: 1483) since 27 September 2018. He was an inhouse counsel for Hutchison Whampoa group from September 1996 to January 2005, the senior legal adviser for China Resources Enterprise, Limited (now known as China Resources Beer (Holdings) Company Limited) (stock code: 291) from February 2005 to November 2006, chief legal officer and company secretary of Shui On Construction and Materials Limited (stock code: 983) from November 2006 to June 2010 and from November 2006 to January 2008, respectively, as well as the vice president, legal of Sateri (Shanghai) Management Limited, a subsidiary of Sateri Holdings Limited (a company previously listed on the Hong Kong Stock Exchange, the name of which was later changed to Bracell Limited but subsequently privatized) from July 2010 to May 2011. He worked at the Hong Kong Exchanges and Clearing Limited from August 2011 to April 2016, and his last position was vice president of IPO Transactions of the Listing & Regulatory Affairs Division, where he was primarily responsible for reviewing listing applications.

Mr. Wong obtained a bachelor’s degree of social science from the Chinese University of Hong Kong in Hong Kong in December 1986. He passed the Common Professional Examination in Wolverhampton Polytechnic (now known as University of Wolverhampton) in July 1990, and the Solicitors’ Final Examination of the Law Society of England and Wales with first class honors in October 1991. Mr. Wong was admitted as a solicitor of Hong Kong and England and Wales in October 1993 and February 1994, respectively.

Mr. Wong has entered into a director’s service agreement with the Company for a term of three years commencing on 28 January 2019 subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The director’s fee of Mr. Wong is HK\$240,000 per annum which is determined with reference to his experience, expected duties and responsibilities within the Company and the prevailing market conditions.

Save as disclosed above, Mr. Wong does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Wong does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Wong as a non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Independent Non-executive Directors

Mr. Ho Wing Tim (何榮添) (“Mr. Ho”)

Mr. Ho Wing Tim (何榮添), aged 60, was appointed as an independent non-executive Director on 20 September 2018. He is also a member of each of the audit committee, the nomination committee and corporate governance committee of the Company. From 2001 to 2006, Mr. Ho served as a director and from 2001 to 2002, as a chief executive officer of Lai Fung Holdings Ltd (stock code: 1125), a company listed on the Main Board and is principally engaged in property development and investment where he was primarily responsible for leading its development and executing its business strategies. Mr. Ho was the chairman of Pok Oi Hospital from 2014 to 2015. He has been the permanent advisor of Pok Oi Hospital Board of Directors since 2015. Mr. Ho received the Medal of Honour from the Government of Hong Kong in 2015. Mr. Ho obtained a doctorate degree in business administration from the International American University in the United States in July 2013.

Mr. Ho has entered into a director’s service agreement with the Company for a term of three years commencing on 19 October 2018 subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The director’s fee of Mr. Ho is HK\$240,000 per annum which is determined with reference to his experience, expected duties and responsibilities within the Company and the prevailing market conditions.

Save as disclosed above, Mr. Ho does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ho does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Ho as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Specific enquiry has been made by the Company to Mr. Ho to confirm his independence pursuant to Rule 3.13 of the Listing Rules. In this connection, the Company has received the positive annual confirmation from Mr. Ho. Based on the confirmation received and after annual assessment by the nomination committee of the Company at a meeting held on 21 June 2019, the Company considers Mr. Ho to be independent under the Listing Rules.

After the aforesaid annual assessment by the nomination committee of the Company, the Company considers that, Mr. Ho's executive experience as being primary responsible for leading the development and executing the business strategies in a property development and investment company listed on the Main Board as well as his academic background of doctorate degree in business administration, could perform a check and balance function with diversity of skills, knowledge, varied background and experience required for running an effective Board.

Mr. Ng Wang To (吳宏圖) (“Mr. Ng”)

Mr. Ng Wang To (吳宏圖), aged 51, was appointed as our independent non-executive Director on 20 September 2018. He is also the chairman of the remuneration committee of the Company and a member of each of the audit committee, the nomination committee and corporate governance committee of the Company. Mr. Ng has over 14 years of experience in fund management. Since April 2016, Mr. Ng has been a managing director of Well Link Asset Management Limited where he has been primarily responsible for its overall management. From June 2015 to March 2016, Mr. Ng served as a vice president of the fund management in securities and asset management department of AMTD Asset Management Limited where he was primarily in charge of the investment management of funds. From February to June 2015, Mr. Ng worked as a senior portfolio manager in Wing Lung Asset Management Limited, where he was primarily responsible for the management of fund. From October 2013 to January 2015, Mr. Ng worked at RHB OSK Asset Management Limited, an asset management company, with his last position as chief investment officer (marketing title) of the asset management department, where he was primarily in charge of the asset management business. From August 2006 to October 2013, Mr. Ng worked at Pacific Eagle Asset Management Limited with last position as an investment director, where he was responsible for the management of funds. From March 2003 to July 2006, Mr. Ng served as a deputy general manager of the investment management department of Allianz Global Investors Taiwan Ltd., a subsidiary of Allianz Global Investors AG, where he was in charge of the investment management department and was responsible for supervising the management of mutual funds.

Mr. Ng obtained a bachelor's degree in business administration from the Chinese University of Hong Kong in 1993. He is currently licensed by the SFC to carry out Type 9 (asset management) and Type 4 (advising on securities) regulated activities under the SFO and is a responsible officer of Well Link Asset Management Limited.

Mr. Ng has entered into a director's service agreement with the Company for a term of three years commencing on 19 October 2018 subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The director's fee of Mr. Ng is HK\$240,000 per annum which is determined with reference to his experience, expected duties and responsibilities within the Company and the prevailing market conditions.

Save as disclosed above, Mr. Ng does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ng does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Ng as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Specific enquiry has been made by the Company to Mr. Ng to confirm his independence pursuant to Rule 3.13 of the Listing Rules. In this connection, the Company has received the positive annual confirmation from Mr. Ng. Based on the confirmation received and after annual assessment by the nomination committee of the Company at a meeting held on 21 June 2019, the Company considers Mr. Ng to be independent under the Listing Rules.

After the aforesaid annual assessment by the nomination committee of the Company, the Company considers that, Mr. Ng's extensive experience in fund management and investment management could perform a check and balance function with diversity of skills, knowledge, varied background and experience required for running an effective Board.

NOTICE OF AGM

MOS House Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1653)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**Meeting**”) of shareholders of MOS House Group Limited (the “**Company**”) will be held at The Penthouse Function Room, 39/F, L’Hotel Causeway Bay Harbour View, 18 King’s Road, Causeway Bay, Hong Kong on Friday, 30 August 2019 at 11:00 a.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 “**Directors**”) and the auditors of the Company for the year ended 31 March 2019.
2. To re-appoint Deloitte Touche Tohmatsu as auditors of the Company and to authorise the board of Directors to fix their remuneration.
3.
 - (a) To re-elect Mr. Sincere Wong as a non-executive Director;
 - (b) To re-elect Mr. Ho Wing Tim as an independent non-executive Director;
 - (c) To re-elect Mr. Ng Wang To as an independent non-executive Director; and
 - (d) To authorise the board of Directors to fix the Directors’ remuneration.
4. “**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\$0.01 (the “**Share(s)**”) each 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 power be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (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 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 of Shares in lieu of the whole or part a dividend pursuant to the articles of association of the Company (the “**Articles of Association**”) from time to time; or (iv) an 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 issued Share as at the time of passing this resolution, and the said approval 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 annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable 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 of the Company 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).”

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5. “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 on the Stock Exchange or on any other stock exchange on which the securities of the Company 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 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 issued Shares as at the time of the passing of this resolution, and the said approval 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 annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable 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 of the Company in general meeting.”

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6. “**THAT** conditional upon the passing of resolutions 4 and 5 as set out in this notice convening the Meeting of which this resolution forms part, the general mandate granted to the Directors pursuant to Resolution 4 as set out in this notice convening the Meeting of which this Resolution forms part 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 5 as set out in this notice convening the Meeting of which this Resolution forms part, provided that such amount shall not exceed 10% of the total number of the issued Shares as at the date of passing this Resolution.”

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

Hong Kong, 31 July 2019

Notes:

1. Any member of the Company entitled to attend and vote at the meeting 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 Meeting. 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 above meeting (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 be present at the above meeting personally or by proxy, that 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, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the Meeting 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 meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to resolution No. 3, Mr. Sincere Wong, Mr. Ho Wing Tim and Mr. Ng Wang To will retire from office at the Meeting 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 this circular.
7. An explanatory statement as required by the Listing Rules in connection with the repurchase mandate under resolution No. 5 above is set out in Appendix I to this circular.

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8. The transfer books and Register of Members of the Company will be closed from Tuesday, 27 August 2019 to Friday, 30 August 2019, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the Meeting, 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 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Monday, 26 August 2019.
9. A form of proxy for use by shareholders at the Meeting is enclosed.