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

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

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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 Unit 1303, 13th Floor, Kodak House 2, 39 Healthy Street East, North Point, Hong Kong on Wednesday, 23 September 2020 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 2020 annual report of the Company which has been despatched to the Shareholders with this circular.

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

Precautionary measures and special arrangements for the 2020 AGM

To safeguard the health and safety of Shareholders and to prevent the spreading of the COVID-19 pandemic, the following precautionary measures will be implemented at the 2020 Annual General Meeting of the Company ("AGM"):

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

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

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

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PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

With the outbreak and spreading of the COVID-19 pandemic and the heightened requirements for the prevention and control of its spreading, to safeguard the health and safety of Shareholders who might be attending the 2020 Annual General Meeting (“AGM”) in person, the Company will implement the following precautionary measures at the AGM.

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

The deadline to submit completed proxy forms is Monday, 21 September 2020 at 3:00 p.m. Completed proxy forms must be returned to the Hong Kong branch share registrar of the Company, Hong Kong Registrars Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

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

- (1) Compulsory temperature screening/checks will be carried out on every attendee at the entrance of Unit 1303, 13th Floor, Kodak House 2, 39 Healthy Street East, North Point, Hong Kong (“AGM venue”). Any person with a body temperature above the reference range quoted by the Department of Health from time to time, or is exhibiting flu-like symptoms may be denied entry into the AGM venue and be requested to leave the AGM venue.
- (2) Every attendee will be required to submit a completed Health Declaration Form (the “Form”) prior to entry into the AGM venue. The Form is sent to all registered Shareholders together with this circular. Please have the completed and signed Form ready for collection at the main entrance of the AGM venue to facilitate prompt and smooth processing.
- (3) Every attendee will be required to wear a surgical face mask throughout the AGM and sit at a distance from other attendees. Please note that no masks will be provided at the AGM venue and attendees should wear their own masks.
- (4) No refreshment, drinks or corporate gifts will be provided to attendees at the AGM.

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

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

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

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

DEFINITIONS

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 Unit 1303, 13th Floor, Kodak House 2, 39 Healthy Street East, North Point, Hong Kong on Wednesday, 23 September 2020 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 Law”	the Companies Law (2020 Revision) of the Cayman Islands for the time being in force;
“Company”	Moiselle International Holdings Limited 慕詩國際集團有限公司, an exempted company incorporated in the Cayman Islands with limited liability, the securities of which are listed on the Main Board of the Stock Exchange;
“connected person(s)”	has the same meaning as ascribed to it under the Listing Rules;
“Directors”	the directors of the Company;
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issue Mandate”	a general and unconditional mandate to allot and issue Shares with an aggregate nominal amount not exceeding 20% of the total number of Shares in issue as at the date of passing of the ordinary resolution in relation thereto;
“Latest Practicable Date”	10 August 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;

DEFINITIONS

“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.

LETTER FROM THE BOARD

MOISELLE
MOISELLE INTERNATIONAL HOLDINGS LIMITED

慕詩國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 130)

Executive Directors:

Mr. Chan Yum Kit (*Chairman*)

Ms. Tsui How Kiu, Shirley

Mr. Chan Sze Chun

Independent Non-executive Directors:

Ms. Yu Yuk Ying, Vivian

Mr. Chu Chun Kit, Sidney

Ms. Wong Shuk Ying, Helen

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman KY1-1111

Cayman Islands

*Principal place of business
in Hong Kong:*

Units 1-5, 11th Floor

Kodak House 2

39 Healthy Street East

North Point

Hong Kong

14 August 2020

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.

LETTER FROM THE BOARD

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.

LETTER FROM THE BOARD

RE-ELECTION OF DIRECTORS

Pursuant to the Articles, Ms. Tsui How Kiu, Shirley and Mr. Chu Chun Kit, Sidney 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 sixteen 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 his 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.

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 2020 annual report of the Company which has been despatched to the Shareholders with this circular. Whether or not you intend to attend and vote at the Annual General Meeting in person, you are requested to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited of 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as practicable but in any event not later than 48 hours before the time appointed for the holding of the Annual General Meeting. Completion of a form of proxy will not preclude you from attending and voting at the Annual General Meeting or any adjournment thereof in person should you so wish.

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 16 September 2020 to 23 September 2020, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 15 September 2020.

LETTER FROM THE BOARD

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:

Ms. TSUI How Kiu, Shirley, aged 61, is an executive director. She is one of the co-founders of the Group and is the Group's vice-chairman. She is responsible for the Group's merchandising management and retail operations management. She has over 43 years of experience in business administration in various industries including garment manufacturing and trading. She was awarded Golden Bauhinia Women Entrepreneur Excellence Award in November 2016. She is a member of Zonta Club of New Territories, an honorary president and council member of Hong Kong Federation of Women, a co-chairman of HK Tianjin Women's Federation, a member of HKFW Women Entrepreneurs Committee and of Hong Kong Women Professionals & Entrepreneurs Association, a delegate of All-China Women's Federation, Zhuhai and a honorary president of All-China Women's Federation Hong Kong Delegates Association Limited, of the island regional association of the Hong Kong Girl Guides Association, and of the council of Youth DreamMakers Association. Ms. Tsui is the wife of Mr. Chan Yum Kit, Chairman of the Company, and is the mother of Mr. Chan Sze Chun, an executive Director and Mr. Chan Pak Hei, a member of the senior management of the Group. Save as disclosed, Ms. Tsui is not related to any other directors or senior management of the Group. Other than holding directorship in the Company, Ms. Tsui has not held directorship in any other listed company in the last three years. As at the Latest Practicable Date, Ms. Tsui is interested in 197,816,000 Shares, representing approximately 68.7% of the issued share capital of the Company. Save as disclosed, Ms. Tsui has no other interest in the Company which is discloseable under Part XV of the SFO.

Ms. Tsui has entered into a service contract for a period of three years commencing on 1 January 2019. Pursuant to the service contract, Ms. Tsui will receive a basic annual salary of HK\$2,340,000 for each year of service. Subject to the approvals of the Board, Ms. Tsui will also be paid a discretionary bonus and allowances in addition to the basic salary. The discretionary bonus is determined with regard to the performance of Ms. Tsui and the operating results of the Group. The allowances are determined by reference to expenses properly and reasonably incurred by Ms. Tsui in relation to the business of the Group. For the year ended 31 March 2020, Ms. Tsui received total emoluments of approximately HK\$3,679,000. Ms. Tsui's emoluments (which included the discretionary bonus and allowances) were determined with reference to her duties, responsibilities and experience, as well as prevailing market conditions.

Mr. CHU Chun Kit, Sidney, aged 59, is an independent non-executive director appointed in October 2003. Mr Chu is currently the CEO of Archiledture Limited. He has 29 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 2019 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.

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 Ms. Tsui How Kiu, Shirley and Mr. Chu Chun Kit, Sidney, 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 Law, 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 2020). The Directors do not propose to exercise the Buy Back Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing level (as compared with the position disclosed in its most recent published audited accounts) which in the opinion of the Directors are from time to time appropriate for the Company.

4. SHARE PRICES

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

	Price Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
August	0.59	0.41
September	0.61	0.41
October	0.59	0.46
November	0.50	0.30
December	0.42	0.35
2020		
January	0.47	0.35
February	0.50	0.43
March	0.42	0.31
April	0.45	0.32
May	0.33	0.30
June	0.33	0.28
July	0.33	0.26
August (up to the Latest Practicable Date)	0.32	0.265

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make buy-backs pursuant to the Buy Back Mandate and in accordance with the Listing Rules, the memorandum of association and Articles of the Company and the laws of the Cayman Islands.

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

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

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

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

As at the Latest Practicable Date, to the best knowledge and belief of the Company, Super Result Consultants Limited, a company owned as to 46.7% by Mr. Chan Yum Kit and as to 46.7% by Ms. Tsui How Kiu, Shirley, together with both of them was beneficially interested in an aggregate of approximately 68.7% of the issued share capital of the Company. In the event that the Buy Back Mandate is exercised in full, the shareholding in the Company held by them would be increased to approximately 76.34% 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.

NOTICE OF ANNUAL GENERAL MEETING

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 Unit 1303, 13th Floor, Kodak House 2, 39 Healthy Street East, North Point, Hong Kong on Wednesday, 23 September 2020 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 2020.
2. To re-elect Ms. Tsui How Kiu, Shirley, a retiring director of the Company (“**Director**”), as an executive Director.
3. To re-elect Mr. Chu Chun Kit, Sidney, a retiring independent non-executive Director who has served the Company for more than sixteen years, as an independent non-executive Director.
4. To authorise the board of directors to fix the remuneration of the Directors.
5. To re-appoint the auditors of the Company and to authorise the Directors to fix the remuneration of such auditors.

As Special Business

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

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

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors on behalf of the Company during the Relevant Period to procure the Company to purchase its shares at a price determined by the directors;
- (c) the aggregate nominal amount of the shares which are authorised to be purchased by the directors of the Company pursuant to the approval in paragraph (a) shall not exceed 10 per cent. of the total number of shares of the Company in issue as at the date of passing this resolution, and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

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

7. **“THAT:**

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

NOTICE OF ANNUAL GENERAL MEETING

- (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).”

NOTICE OF ANNUAL GENERAL MEETING

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

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

Hong Kong, 14 August 2020

Notes:

- (1) Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
- (2) In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the Company’s branch registrar in Hong Kong, Hong Kong Registrars Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the meeting.
- (3) For determining the entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from 16 September 2020 to 23 September 2020, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Annual General Meeting, all transfers of shares, accompanied by the relevant share certificates, must be lodged with the Company’s branch share registrar and transfer office, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on 15 September 2020.
- (4) With respect to the resolution set out in resolution no. 6 of the notice, approval is being sought from shareholders of the Company for a general mandate to be given to the directors to buy back shares of the Company.
- (5) With respect to the resolutions set out in resolution nos. 7 and 8 of the notice, approval is being sought from shareholders of the Company for general mandates to be given to the directors to allot, issue and deal with shares of the Company in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- (6) In the event of typhoon signal No. 8 or above or a “black” rainstorm warning is hoisted/issued and remains hoisted/in issue at any time after 12:00 noon on the date of the above meeting, then the above meeting will be postponed. The Company will post an announcement on the website of Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk and the Company’s investor relations website at <http://ir.moiselle.com.hk> to notify shareholders of the date, time and place of the rescheduled meeting.
- (7) Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the Annual General Meeting arrangements at short notice. Shareholders should check the Company’s investor relations website at <http://ir.moiselle.com.hk> for future announcements and updates on the Annual General Meeting arrangements.

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)

2020年股東週年大會(「大會」) 2020 ANNUAL GENERAL MEETING (“AGM”)
健康申報表 HEALTH DECLARATION FORM

經考慮近期新型冠狀病毒肺炎(2019冠狀病毒病)的疫情，本公司於大會實施防疫措施及特別安排旨在針對出席人士受感染的風險。敬請閣下如實填寫以下表格，並交回於大會股東登記櫃檯的工作人員。

Considering the recent outbreak of the coronavirus pneumonia (COVID-19), the Company will implement precautionary measures and special arrangements at the AGM with a view to addressing the risk to attendees of infection. **Please complete this form to the best of your knowledge and return it to the staff at the registration counters at the AGM venue.**

如 閣下(i)出現甲部所列出的任何一項症狀或(ii)於乙部的任何問題的回答為「是」，閣下可能不會獲准進入大會會場。If (i) you have any of the symptoms as set out in Part A, or (ii) your answer to any of the questions under Part B is “YES”, you may not be admitted to the AGM venue.

甲部 Part A (請圈選適用的症狀 *Please circle as appropriate*)

閣下是否有以下任何症狀? Do you have any of the following symptoms?		
發燒 Fever	咽喉痛 Sore Throat	氣促 Shortness of Breath
咳嗽 Cough	呼吸困難 Breathing Difficulty	

乙部 Part B (請圈選適用的答案 *Please circle as appropriate*)

在過去14日內, In the past 14 days,		
(i) 閣下曾否到訪香港以外地方? Did you travel outside Hong Kong ?	是 Yes	否 No
(ii) 閣下是否曾經或現正接受香港衛生署的強制檢疫或醫學監察安排? Have you ever been under compulsory quarantine or medical surveillance order by the Department of Health of Hong Kong?	是 Yes	否 No
(iii) 閣下是否與2019冠狀病毒病的確診者及／或疑似確診者曾有或現有密切接觸的人士#? Have you ever been in close contact# with confirmed case(s) and/or probable case(s) of COVID-19 patient(s)?	是 Yes	否 No
(iv) 閣下是否曾經或現在與正在接受家居檢疫的人士同住? Have you ever lived with any person under home quarantine ?	是 Yes	否 No

指從(a)疑似病例或确诊病例症狀出現前2天開始；或(b)無症狀感染者標本採樣前2天開始，未採取有效防護與其有近距離接觸的人士。

Refers to any person who has not taken effective protection and has been in close contact with (a) probable case(s) or confirmed case(s) 2 days before the symptoms onset; or (b) asymptomatic infected person(s) 2 days before the sampling.

本人聲明以上申報內容全部屬實。 I declare that all the above information is true.

簽名：
Signature: _____

日期：
Date: _____

收集個人資料聲明：閣下須提供在此表格中收集的所有資料，以用於本公司預防傳染病發生或傳播相關之工作。若閣下未能提供所有資料，本公司將無法評估閣下是否適合出席大會，而閣下將可能不會獲准進入大會會場。所有資料只會在閣下同意或在《個人資料(私隱)條例》允許的情況下，向其他人士或機構作出披露。所有收集的資料將在大會結束後21天內銷毀。閣下有權按照《個人資料(私隱)條例》要求查閱及／或更正閣下的個人資料，而有關要求須以書面形式向本公司(地址：香港北角健康東街39號柯達大廈第二期11樓1-5室)提出。

Personal Information Collection Statement: Your supply of all information collected in this form is required for the purpose of the Company's prevention of the occurrence or spread of Infectious Diseases. If you fail to provide the information, the Company will not be able to assess your suitability to attend the AGM and you may not be granted access to the AGM venue. The information will only be disclosed to other parties or authorities with your consent or where it is permitted under the Personal Data (Privacy) Ordinance. All information collected will be destroyed in 21 days after the AGM. You have the right to request access to and/or correction of your personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance, and any such request should be made in writing and addressed to the Company at Units 1-5, 11th Floor, Kodak House 2, 39 Healthy Street East, North Point, Hong Kong.