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SIMPLICITY HOLDING LIMITED

倩碧控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8367)

POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 7 AUGUST 2023

The board (the “**Board**”) of directors (the “**Directors**”) of Simplicity Holding Limited (the “**Company**”) is pleased to announce that at the annual general meeting of the Company held at Orange Financial Printing Limited, Unit 1103–06, China Building, 29 Queen’s Road Central, Central, Hong Kong on Monday, 7 August 2023 at 11:00 a.m. (the “**AGM**”), all the proposed resolutions (the “**Resolutions**”) as set out in the circular (the “**Circular**”) incorporating a notice of the AGM dated 6 July 2023 (the “**AGM Notice**”) were duly passed as ordinary and special resolutions except special resolution no. 8 by the shareholders of the Company (the “**Shareholders**”) by way of poll. Unless otherwise defined, terms used herein shall have the same meanings as defined in the Circular.

The poll results in respect of the Resolutions proposed at the AGM were as follows:

Ordinary Resolutions		Number of Votes (%)	
		For	Against
1.	To receive, consider and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company and the auditors of the Company for the year ended 31 March 2023.	813,410,285 (100%)	0 (0%)
2.	To re-appoint Fan, Chan & Co Limited as auditors of the Company and to authorise the board of directors of the Company to fix their remuneration.	813,410,285 (100%)	0 (0%)

* *For identification purposes only*

Ordinary Resolutions		Number of Votes (%)	
		For	Against
3.	(a) To re-elect Mr. Leung Wai Tai as an executive Director of the Company and to authorize the board of Directors to fix his Director's remuneration.	813,410,285 (100%)	0 (0%)
	(b) To re-elect Mr. Cheung Hiu Fung as an independent non-executive Director of the Company and to authorize the board of Directors to fix his Director's remuneration.	813,410,285 (100%)	0 (0%)
4.	To grant a general mandate to the Directors of the Company to allot, issue and deal with additional shares not exceeding 20% of the issued share capital of the Company as at the date of passing this resolution.	813,410,285 (100%)	0 (0%)
5.	To grant a general mandate to the Directors of the Company to repurchase shares not exceeding 10% of the issued share capital of the Company as at the date of passing this resolution.	813,410,285 (100%)	0 (0%)
6.	To extend the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares in the share capital of the Company by an amount not exceeding the amount of the shares repurchased by the Company.	813,410,285 (100%)	0 (0%)
Special Resolutions		Number of Votes (%)	
		For	Against
7.	To approve the adoption of the second amended and restated articles of association of the Company.	813,410,285 (100%)	0 (0%)
8.	To approve the change of the Company's name.	137,120,437 (16.86%)	676,289,848 (83.14%)

The full text of the Resolutions appears in the AGM Notice.

The Directors, namely Mr. Choi Pun Lap, Mr. Leung Wai Tai, Mr. Lo Cheuk Fei Jeffrey, Mr. Yeung Mau Sun and Mr. Cheung Hiu Fung have attended the AGM either in persons or by electronic means.

As more than 50% of the votes were cast in favour of Resolutions no. 1 to no. 6 as ordinary resolutions and more than 75% of the votes were cast in favour of Resolution no. 7 as special resolution, no. 1 to no. 7 of the Resolutions proposed at the AGM were duly passed by the Shareholders.

As a majority of votes were cast against resolution no. 8, such resolution was not passed as Special Resolution. As a result, the Company's name remains unchanged and will not be altered.

As at the date of the AGM:

- (a) The total number of the shares in issue and entitling the holders to attend and vote for or against all Resolutions at the AGM: 1,150,839,695 shares.
- (b) The total number of shares entitling the holders to attend and abstain from voting in favour at the AGM as set out in rule 17.47A in the GEM Listing Rules: Nil.
- (c) None of the Shareholders stated their intention in the Circular to vote for or against any of the Resolutions at the AGM.
- (d) None of the Shareholders is required under the GEM Listing Rules to abstain from voting on any of the Resolutions at the AGM.

There was no restriction on any Shareholder casting votes on any of the Resolutions at the AGM.

The Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the purpose of vote taking at the AGM.

By Order of the Board of
SIMPLICITY HOLDING LIMITED
Choi Pun Lap
Executive Director

Hong Kong, 7 August 2023

As at the date of this announcement, the executive Directors of the Company are Mr. Choi Pun Lap and Mr. Leung Wai Tai; and the independent non-executive Directors of the Company are Mr. Yeung Man Sun, Mr. Lo Cheuk Fei Jeffrey and Mr. Cheung Hiu Fung.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 announcement misleading.

This announcement will remain on the GEM website at <http://www.hkgem.com> on the "Latest Listed Company Information" page for at least seven days from the day of its publication and posting and will be published and remains on the website of the Company at www.simplicityholding.com.