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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)

SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO THE ANNUAL REPORT FOR THE YEAR ENDED 31 MARCH 2023

Reference is made to the annual report (the “**Annual Report**”) of Simplicity Holding Limited (the “**Company**”) for the year ended 31 March 2023 issued on 29 June 2023. Unless otherwise stated, capitalised terms herein shall bear the meanings as defined in the Annual Report.

In addition to the information disclosed in the Annual Report, the board of directors of the Company would like to further provide the following information (i) disclose the total number of shares available for issue under the Share Option Scheme together with the percentage of the issued shares that it represents as at the date of the annual report as required under GEM Rules 23.09(3) and (ii) disclose the actual performance of High Smart Engineering Limited (“**High Smart**”) for the year ended 31 March 2023 regarding the guaranteed profits in accordance with the sale and purchase agreement of acquisition of High Smart.

(i) disclose the total number of shares available for issue under the Share Option Scheme together with the percentage of the issued shares that it represents as at the date of the annual report as required under GEM Rules 23.09(3) to the GEM Listing Rules

In note 36 of the Annual Report, Share-Based Payments Transaction, additional information is provided as below.

- (a) The number of Shares available for grant in the future under the Share Option Scheme as at the date of the Annual Report is nil. Thus, it represents zero percentage of the issued shares as at the date of the Annual Report and the number of shares options outstanding and exercisable as at 31 March 2023 was disclosed in note 36 on page 120 of the Company’s annual report; and

- (b) The total number of securities which may be issued upon exercise of all share options to be granted under the scheme as at the date of the Annual Report are 80,000,000 and represents approximately 8.3 percentage of the total issued shares of 960,000,000 before the issued of consideration share for the acquisition of High Smart.

(ii) disclose the actual performance of High Smart for the year ended 31 March 2023 regarding the guaranteed profits in accordance with the sale and purchase agreement of acquisition of High Smart

In note 34 of the Annual Report, Acquisition of Subsidiary, additional information is provided as below.

- (a) The Guaranteed Profit of not less than HK\$4.1 million for the First Relevant Period was met by High Smart.

By Order of the Board
Simplicity Holding Limited
Choi Pun Lap
Executive Director and Company Secretary

Hong Kong, 21 November 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. Lo Cheuk Fei Jeffrey, Mr. Cheung Hiu Fung and Mr. Wang Rongqian.

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 Stock Exchange's website at <http://www.hkexnews.hk> on the "Latest Listed Company Information" page for at least seven days from the date of its publication and posting and will be published and remains on the website of the Company at <http://www.simplicityholding.com>.

* For identification purpose only