

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

## **SIMPLICITY HOLDING LIMITED**

**倩碧控股有限公司 \***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8367)**

### **MEMORANDUM OF UNDERSTANDING IN RELATION TO A PROPOSED ACQUISITION**

This announcement is made pursuant to Rule 17.10(2) of the GEM Listing Rules and Part XIVA of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

On 10 May 2024 after trading hours, the Company entered into the MOU with the Vendor in relation to the proposed acquisition of the Target. The Vendor is the ultimate beneficial owner of the Target which is principally engaged in alcohol business includes the promotion, sales and logistics services of alcohol products. The Target is a professional online-to-offline model comprehensive operation company and alcohol industry innovation company targeting the alcohol market.

To the best of the Directors' information and belief having made all reasonable enquiries, the Vendor is a third party independent of the Company and its connected persons.

Under the MOU, the Vendor shall not directly or indirectly negotiate or agree with any other party relating to the Proposed Acquisition or do anything which is inconsistent with the Proposed Acquisition for a period of 180 days ("**Exclusive Period**") from the date of the MOU.

The MOU does not create legally binding obligations on the parties in relation to the Proposed Acquisition but is legally binding as to such terms relating to exclusive period and confidentiality. The Proposed Acquisition is subject to the negotiation and execution of a formal sale and purchase agreement between the parties.

The MOU shall terminate upon the earlier of : (i) expiry of the Exclusive Period, or (ii) execution of the formal sale and purchase agreement relating to the Proposed Acquisition or (iii) not less than 7 days written notice of termination of the MOU being given by any party to the other.

**As the MOU is not legally binding with regard to the Proposed Acquisition, it may or may not proceed. Shareholders and investors are advised to exercise caution when dealing in the Shares of the Company.**

## DEFINITIONS

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

“Company”	Simplicity Holding Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on GEM
“connected persons”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“MOU”	the memorandum of understanding dated 10 May 2024 made between the Vendor and the Purchaser
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“PRC”	The People’s Republic of China
“Proposed Acquisition”	the proposed acquisition of the Target for no less than 50% of the Target’s shareholders’ equity
“Shareholder(s)”	the holder(s) of the Shares
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target”	Shanghai Juan Ming Shiye Co., Ltd* (上海雋銘實業有限公司), a company incorporated in PRC
“Vendor”	Shanghai Juan Shen Shiye Co., Ltd* (上海雋申實業有限公司), a company incorporated in PRC

By Order of the Board  
**Simplicity Holding Limited**  
**Choi Pun Lap**

*Executive Director and Company Secretary*

Hong Kong, 10 May 2024

*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*