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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 30 AUGUST 2024

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 Friday, 30 August 2024 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 31 July 2024 (the “**AGM Notice**”) were duly passed as ordinary and special resolutions by the shareholders of the Company (the “**Shareholders**”) by way of poll (except for ordinary resolution no. 3(b)). 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 2024.	572,670,235 (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.	572,670,235 (100%)	0 (0%)

* For identification purposes only

Ordinary Resolutions		Number of Votes (%)	
		For	Against
3.	(a) To re-elect Mr. Lo Cheuk Fei Jeffrey as an independent non-executive Director of the Company and to authorize the board of Directors to fix his Director's remuneration.	572,670,235 (100%)	0 (0%)
	(b) To re-elect Mr. Wang Rongqian as an independent non-executive Director of the Company and to authorize the board of Directors to fix his Director's remuneration.	193,170,235 (33.73%)	379,500,000 (66.27%)
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.	572,670,235 (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.	572,670,235 (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.	572,670,235 (100%)	0 (0%)
Special Resolutions		Number of Votes (%)	
		For	Against
7.	To approve the change of the Company's name.	572,670,235 (100%)	0 (0%)

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. Cheung Hiu Fung and Mr. Wang Rongqian 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 except for ordinary resolution no. 3(b) 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 except for ordinary resolution no. 3(b) proposed at the AGM were duly passed by the Shareholders.

As a majority of votes were casted against ordinary resolution no. 3(b), such resolution was not passed as Ordinary Resolution. Accordingly, Mr. Wang Rongqian has retired as an independent non-executive Director of the Company with effect from the conclusion of the AGM.

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.

Following the retiring of Mr. Wang Rongqian, the Company does not have at least three independent non-executive Directors under Rule 5.05 of the GEM Listing Rules and the audit committee of the Company does not comprise a minimum of three members under Rule 5.28 of the GEM Listing Rules.

The Company is endeavouring to identify suitable candidate to meet the requirement under the GEM Listing Rules as soon as practicable, with the relevant appointment to be made within three months from the effective date of Mr. Wang Rongqian's retiring as required under Rule 5.06 and 5.33 of the GEM Listing Rules. Further announcement will be made by the Company in relation to such appointment as and when appropriate.

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

Hong Kong, 30 August 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 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.