

## **Simplicity Holding Limited**

**倩碧控股有限公司\***

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

**(Stock Code: 8367)**

### **PROCEDURES FOR A SHAREHOLDER TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR OF SIMPLICITY HOLDING LIMITED (THE “COMPANY”)**

Pursuant to Rule 17.50C of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (“**GEM Listing Rules**”), the Company sets out the procedures, as governed by the Company’s articles of association (“**Articles of Association**”), for shareholders to propose a person for election as a director of the Company (“**Director**”).

According to Article 85 of the Articles of Association, a shareholder (the “**Nominator**”) may propose a person (the “**Nominee**”) for election as a Director at the general meeting of the Company by lodging the following documents at the head office or the branch share registrar and transfer office of the Company in Hong Kong at Unit 13, 8/F, Vanta Industrial Centre, 21-33 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong or Level 22, Hopewell Centre 183 Queen’s Road East Hong Kong, respectively for the attention of the Board of Directors of the Company:

1. a notice in writing signed by the Nominator of the intention to propose the Nominee for election as a Director in which the following information should be included:

(a) the biographical details of the Nominee as required by Rule 17.50(2) of the GEM Listing Rules; and

(b) the contact details of the Nominator and the Nominee.

2. a notice in writing by the Nominee of his willingness to be elected as a Director.

Such notice shall be lodged at least seven (7) days before the date of the general meeting and the period for lodgment of such notices shall commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

Upon receipt of the above notices, the Company shall publish an announcement or issue a supplemental circular to members of the Company in accordance with the requirements of the GEM Listing Rules, in each case containing, amongst others, the biographical details of the Nominee(s).

### **Requisition of an Extraordinary General Meeting by Shareholders**

Shareholder(s) may request the Company to convene an extraordinary general meeting for the purpose of nominating a person as a Director.

Other than election at annual general meetings, pursuant to Article 58 of the Articles of Association, extraordinary general meetings may be convened by the Directors on requisition of shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company or by such shareholder(s) who made the requisition in the event the Directors fail to proceed to convene a meeting within twenty-one (21) days of deposit of the requisition.

*\* for identification purpose only*