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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)**

### **INSIDE INFORMATION PLACING OF EXISTING SHARES BY CONTROLLING SHAREHOLDER**

This announcement is made by Simplicity Holding Limited (the “**Company**”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) and the Inside Information Provisions (as defined in the GEM Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

#### **PLACING OF EXISTING SHARES**

The board (the “**Board**”) of directors (the “**Directors**”) of the Company has been informed by Marvel Jumbo Limited (“**Marvel Jumbo**”), a controlling shareholder (as defined in the GEM Listing Rules) of the Company which is controlled by Ms. Wong Suet Hing, an executive Director, the chairman of the Board and Ms. Wong Sau Ting Peony, an executive Director, the chief executive officer of the Company, that on 30 June 2021 (after trading hours), Marvel Jumbo has entered into a placing agreement (the “**Placing Agreement**”) with Orient Securities Limited (the “**Placing Agent**”). Pursuant to the Placing Agreement, the Placing Agent has agreed to procure investor(s) (the “**Placee(s)**”) on a best effort basis to purchase up to 150,000,000 existing shares of the Company (the “**Shares**”) held by Marvel Jumbo (the “**Placing Shares**”), representing approximately 15.63% of the total issued share capital of the Company as at the date of this announcement, at a price equivalent to or not less than HK\$0.12 per Placing Share (the “**Placing**”), upon the terms and subject to the conditions set out in the Placing Agreement.

Pursuant to the Placing Agreement, the Placing Agent undertakes that it shall ensure that the Placees and their ultimate beneficial owners are third parties who, to the best of the knowledge and belief of the Placing Agent having made all reasonable enquiry, are not holding any Shares and are independent of and not acting in concert with any directors, chief executives, senior management or substantial shareholders of the Company, its subsidiaries or any of their respective associates (as defined under the GEM Listing Rules) and are not connected persons (as defined under the GEM Listing Rules) of the Company or Marvel Jumbo.

## CHANGE IN SHAREHOLDING OF THE COMPANY

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) upon completion of the Placing (assuming all the Placing Shares are placed in full and there will be no other changes to the issued share capital of the Company between the date of this announcement and the completion of the Placing):

	Shareholding as at the date of this announcement		Shareholding immediately upon completion of the Placing (assuming all the Placing Shares are placed in full)	
	<i>Number of Shares held</i>	<i>Approximate % of Shares in issue</i>	<i>Number of Shares held</i>	<i>Approximate % of Shares in issue</i>
Marvel Jumbo Limited	540,000,000	56.25%	390,000,000	40.63%
Public shareholders	420,000,000	43.75%	570,000,000	59.38%
Total	<u>960,000,000</u>	<u>100.00%</u>	<u>960,000,000</u>	<u>100.00%</u>

Immediately upon completion of the Placing (assuming all the Placing Shares are placed in full and there will be no other changes to the issued share capital of the Company between the date of this announcement and the completion of the Placing), Marvel Jumbo will be interested in approximately 40.63% of the total issued share capital of the Company and will continue to be a controlling shareholder (as defined in the GEM Listing Rules) of the Company. It is not expected that any individual Placee will become a substantial shareholder of the Company immediately after the Placing. In the event any of the Placees becomes a substantial shareholder of the Company after completion of the Placing, further announcement will be made by the Company. The Company does not expect that the Placing will have any adverse effect on the operations of the Company and its subsidiaries.

As the Placing may or may not proceed, shareholders of the Company and potential investors are advised to exercise caution when dealing in the Shares.

By Order of the Board  
**Simplicity Holding Limited**  
**Wong Suet Hing**  
*Chairman and Executive Director*

Hong Kong, 30 June 2021

*As at the date of this announcement, the executive Directors of the Company are Ms. Wong Suet Hing, Ms. Wong Sau Ting Peony and Mr. Wong Chi Chiu Henry; and the independent non-executive Directors of the Company are Ms. Ng Yau Kuen Carmen, Mrs. Cheung Lau Lai Yin Becky and Mr. Yu Ronald Patrick Lup Man.*

*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 Company Announcements” 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*