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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 DISPOSAL 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).

Reference is made to the announcement of the Company dated 30 June 2021 in relation to the Placing (the “**Announcement**”). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

The Company was informed by Marvel Jumbo that on 8 July 2021, 60,000,000 Placing Shares were successfully placed by the Placing Agent at the price of HK\$0.121 per Placing Share (the “**Disposal**”), representing approximately 6.25% of the total issued share capital of the Company, as at the date of this announcement.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, and based on the confirmation of the Placing Agent, the Placees (and, where applicable, their respective ultimate beneficial owners) are third parties independent of and not acting in concert with Marvel Jumbo, 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 were not and have not become connected persons (as defined under the GEM Listing Rules) of the Company upon completion of the Disposal. None of the Placees has become a substantial shareholder of the Company upon completion of the Disposal.

CHANGE IN SHAREHOLDING OF THE COMPANY

The following table sets out the shareholding structure of the Company immediately before and upon Disposal:

	Shareholding immediately before Disposal		Shareholding immediately upon Disposal	
	<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%	480,000,000	50.00%
Public shareholders	420,000,000	43.75%	480,000,000	50.00%
Total	<u>960,000,000</u>	<u>100.00%</u>	<u>960,000,000</u>	<u>100.00%</u>

Upon the completion of the Disposal, Marvel Jumbo remains as the controlling shareholder (as defined under the GEM Listing Rules) of the Company.

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

Hong Kong, 8 July 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