

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the Shares or other securities of Simplicity Holding Limited (the “Company”). Potential investors should read the prospectus dated 6 February 2018 (the “Prospectus”) issued by the Company for detailed information about the Share Offer described below before deciding whether or not to invest in the Offer Shares.

Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Prospectus.

Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and Hong Kong Securities Clearing Company Limited (“HKSCC”) 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.

This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “U.S. Securities Act”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.

Simplicity Holding Limited **倩碧控股有限公司***

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF SHARE OFFER

Number of Offer Shares	: 200,000,000 Shares
Number of Public Offer Shares	: 20,000,000 Shares (subject to reallocation)
Number of Placing Shares	: 180,000,000 Shares (subject to reallocation)
Offer Price	: Not more than HK\$0.33 per Offer Share and expected to be not less than HK\$0.27 per Offer Share plus brokerage of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)
Nominal Value	: HK\$0.01 per Share
Stock Code	: 8367

Sole Sponsor and Joint Lead Manager



Vinco Capital Limited

**Sole Bookrunner and
Joint Lead Manager**



**Pacific
Foundation**

Pacific Foundation Securities Limited

Joint Lead Manager



Oceanwide Securities Company Limited

Co-Managers

Ample Orient Capital Limited

Astrum Capital Management Limited

Frontpage Capital Limited

Marketsense Securities Limited

Nuada Limited

* For identification purpose only

Application has been made by the Company to the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and any new Shares to be issued pursuant to the Share Offer and as mentioned in the Prospectus (including any Shares which may be issued under the Capitalisation Issue and pursuant to the exercise of the options which may be granted under the Share Option Scheme).

The Share Offer comprises the Placing and the Public Offer. A total of 200,000,000 Shares will be made available under the Share Offer, of which 20,000,000 Shares (subject to reallocation), representing 10% of the Offer Shares, will be offered under the Public Offer. The remaining 180,000,000 Shares (subject to reallocation), representing 90% of the Offer Shares, will be conditionally placed under the Placing. The allocation of the Offer Shares between the Public Offer and the Placing will be subject to reallocation as described in the section headed “Structure and Conditions of the Share Offer” in the Prospectus.

Subject to the granting by the Stock Exchange of the approval for listing of, and permission to deal in, the Shares on GEM and compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on GEM or such other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made to enable the Shares to be admitted into CCASS.

The Offer Price will not be more than HK\$0.33 per Offer Share and is expected to be not less than HK\$0.27 per Offer Share. Applicants for the Public Offer Shares under the Public Offer are required to pay, upon application, the maximum Offer Price of HK\$0.33 for each Offer Share together with a brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005% in full upon application for Shares under the terms set out in the Application Forms, subject to refund without interest if the Offer Price as finally determined is less than HK\$0.33 per Offer Share.

Application for the Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the related Application Forms.

Applicants who wish to be allotted the Offer Shares in their own names should complete and sign the **WHITE** Application Forms. Applicants who wish to have the Offer Shares allotted and issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or the stock accounts of their designated CCASS Participants should (i) complete and sign the **YELLOW** Application Forms, or (ii) give **electronic application instructions** to HKSCC via CCASS.

Printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 6 February 2018 until 12:00 noon on Friday, 9 February 2018, from the following locations:

1. Pacific Foundation Securities Limited, 11/F, New World Tower II, 16-18 Queen’s Road Central, Hong Kong;

2. Vinco Capital Limited, Units 4909-4910, 49/F, The Center, 99 Queen's Road Central, Hong Kong;
3. Oceanwide Securities Company Limited, 18/F-19/F, China Building, 29 Queen's Road Central, Hong Kong;
4. Ample Orient Capital Limited, Room A, 17/F, Fortune House, 61 Connaught Road Central, Central, Hong Kong;
5. Astrum Capital Management Limited, Room 2704, 27/F, Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong;
6. Nuada Limited, Unit 1805-08, 18/F, OfficePlus @Sheung Wan, 93-103 Wing Lok Street, Sheung Wan, Hong Kong;
7. Frontpage Capital Limited, 26/F, Siu On Centre, 188 Lockhart Road, Wan Chai, Hong Kong;
8. Marketsense Securities Limited, Unit 7801-7803, 78/F, The Centre, 99 Queen's Road Central, Central, Hong Kong;
9. Any of the following branches of Standard Chartered Bank (Hong Kong) Limited, the receiving bank for the Public Offer:

District	Branch name	Address
Hong Kong Island	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
Kowloon	Mongkok Branch	Shop B, G/F, 1/F & 2/F, 617-623 Nathan Road, Mongkok
	Telford Gardens Branch	Shop P9-12, Telford Centre, Telford Gardens, Tai Yip Street, Kowloon Bay
New Territories	Tsuen Wan Branch	Shop C, G/F & 1/F, Jade Plaza, 298 Sha Tsui Road, Tsuen Wan
	Tseung Kwan O Branch	Shop G37-40, G/F, Hau Tak Shopping Centre East Wing, Hau Tak Estate, Tseung Kwan O

Printed copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 6 February 2018 until 12:00 noon on Friday, 9 February 2018 at the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong or your stockbroker, who may have **YELLOW** Application Forms and the copies of the Prospectus available.

The completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "HORSFORD NOMINEES LIMITED – SIMPLICITY PUBLIC OFFER" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following times:

Tuesday, 6 February 2018 – 9:00 a.m. to 5:00 p.m.
Wednesday, 7 February 2018 – 9:00 a.m. to 5:00 p.m.
Thursday, 8 February 2018 – 9:00 a.m. to 5:00 p.m.
Friday, 9 February 2018 – 9:00 a.m. to 12:00 noon

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Tuesday, 6 February 2018 until 12:00 noon on Friday, 9 February 2018. The application lists will be open from 11:45 a.m. to 12:00 noon on Friday, 9 February 2018, the last application day or such later time as described in the section "How to Apply for the Public Offer Shares – 9. Effect of bad weather on the opening of the application lists" in the Prospectus.

Please refer to the sections headed "Structure and Conditions of the Share Offer" and "How to apply for the Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Share Offer.

The Company expects to announce the final Offer Price, the level of indications of interest in the Placing, the level of applications in the Public Offer and the basis of allocation of the Offer Shares under the Public Offer on Friday, 23 February 2018 on the website of the Stock Exchange at www.hkexnews.hk and on the website of the Company at www.simplicityholding.com.

The results of allocations of the Public Offer, with the successful applicant's identification document numbers if applicable, under the Share Offer will be made available through a variety of channels from Friday, 23 February 2018 in the manner described in the paragraph headed "How to Apply for Public Offer Shares – 10. Publication of Results" in the Prospectus.

The Company will not issue temporary documents of title of the Shares. No receipt will be issued for the sums paid on application.

Share certificates will only become valid documents of title provided that the Share Offer becomes unconditional and the right of termination under the Underwriting Agreements as described in the section "Underwriting" in the Prospectus has not been exercised at or before 8:00 a.m. (Hong Kong time) on Monday, 26 February 2018.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Monday, 26 February 2018, dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Monday, 26 February 2018. The Shares will be traded in board lots of 10,000 Shares each. The stock code of the Share is 8367.

By order of the Board
Simplicity Holding Limited
Wong Sau Ting Peony
Chief Executive Officer and Executive Director

Hong Kong, 6 February 2018

As at the date of this announcement, the executive Directors are Ms. Wong Suet Hing, Ms. Wong Sau Ting Peony, Mr. Wong Muk Fai Woody, Mr. Ma Sui Hong and Mr. Wong Chi Chiu Henry. Ms. Ng Yau Kuen Carmen, Mrs. Cheung Lau Lai Yin Becky and Mr. Yu Ronald Patrick Lup Man have been appointed as the independent non-executive Directors with effect from the Listing Date.

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 in this announcement misleading.

*This announcement and a copy of the Prospectus will remain on the Stock Exchange's website at **www.hkexnews.hk** and in the case of this announcement, on the "Latest Company Announcements" page for at least seven days from the date of its posting. This announcement and a copy of the Prospectus will also be published on the Company's website at **www.simplicityholding.com**.*