

THE STOCK EXCHANGE OF HONG KONG LIMITED
(A wholly-owned subsidiary of Hong Kong Exchanges and Clearing Limited)

APPENDIX 5

FORMS RELATING TO LISTING

FORM F

THE GROWTH ENTERPRISE MARKET (GEM)

COMPANY INFORMATION SHEET

Case Number: 20180129-I17080-0001

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this information sheet, 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 information sheet.

Company name: Simplicity Holding Limited

Stock code (ordinary shares): 8367

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 23 February 2018

A. General

Place of incorporation: The Cayman Islands

Date of initial listing on GEM: 26 February 2018

Name of Sponsor(s): Vinco Capital Limited

Names of directors:
(*please distinguish the status of the directors*
- Executive, Non-Executive or Independent
Non-Executive)

Executive Directors
Ms. Wong Suet Hing
Ms. Wong Sau Ting Peony
Mr. Wong Muk Fai Woody
Mr. Ma Sui Hong
Mr. Wong Chi Chiu Henry

Independent Non-Executive Directors (with effect from the date of
initial listing on GEM)
Mr. Ng Yau Kuen Carmen
Mrs. Cheung Lau Lai Yin Becky
Mr. Yu Ronald Patrick Lup Man

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Name(s) of substantial shareholder(s):
(as such term is defined in rule 1.01 of the GEM Listing Rules) and their respective interests in the ordinary shares and other securities of the Company

Name	Nature of interest	Shares held immediately following the completion of the Capitalisation Issue and the Share Offer (without taking into account of any Shares which may be allotted and issued pursuant to the exercise of any options which may be granted under the Share Option Scheme)	
		Number	Percentage
Marvel Jumbo Limited (Note)	Beneficial owner	540,000,000	67.5%

Note:

1. Marvel Jumbo Limited is owned as to (i) 31.0% by Ms. Wong Suet Hing; (ii) 31% by Ms. Chow Lai Fan; (iii) 18.7% by Ms. Wong Sau Ting Peony; (iv) 15.0% by Ms. Wong Suet Ching; and (v) 4.3% by Mr. Ma Sui Hong.

Name(s) of company(ies) listed on GEM or the Main Board of the Stock Exchange within the same group as the Company:

N/A

Financial year end date:

31 March

Registered address:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Head office and principal place of business:

Unit 13, 8/F
Vanta Industrial Centre
21-33 Tai Lin Pai Road
Kwai Chung, New Territories
Hong Kong

Web-site address (if applicable):

www.simplicityholding.com

Share registrar:

Principal share registrar in the Cayman Islands

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

Branch share registrar in Hong Kong

Tricor Investor Services Limited
Level 22, Hopewell Centre
183 Queen's Road East
Hong Kong

Auditors:

Deloitte Touche Tohmatsu
Certified Public Accountants
35th Floor, One Pacific Place
88 Queensway
Hong Kong

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B. Business activities

(Please insert here a brief description of the business activities undertaken by the Company and its subsidiaries.)

The Company (together with its subsidiaries) is a casual dining full service restaurant operator under 3 self-operated brands, namely Marsino, La Dolce and Grand Avenue, and Roast Beef Abura Soba Beefst as franchisee.

C. Ordinary shares

Number of ordinary shares in issue: 800,000,000 ordinary Shares

Par value of ordinary shares in issue: HK\$0.01

Board lot size (in number of shares): 10,000

Name of other stock exchange(s) on which ordinary shares are also listed: N/A

D. Warrants

Stock code: N/A

Board lot size: N/A

Expiry date: N/A

Exercise price: N/A

Conversion ratio: N/A
(Not applicable if the warrant is denominated in dollar value of conversion right)

No. of warrants outstanding: N/A

No. of shares falling to be issued upon the exercise of outstanding warrants: N/A

E. Other securities

Details of any other securities in issue.
(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).

(Please include details of stock code if listed on GEM or the Main Board or the name of any other stock exchange(s) on which such securities are listed).

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading or deceptive and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

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Signed:

 Wong Suet Hing

 Wong Sau Ting Peony

 Wong Muk Fai Woody

 Ma Sui Hong

 Wong Chi Chiu Henry

 Ng Yau Kuen Carmen

 Cheung Lau Lai Yin Becky

 Yu Ronald Patrick Lup Man

NOTES

- (1) *This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- (2) *Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- (3) *Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time) at the same time as the original is submitted to the Exchange.*