

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **MOS HOUSE GROUP LIMITED** (the “**Company**”), you should at once hand this circular with the enclosed form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale was effected for transmission to the purchaser(s) or transferee(s).

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MOS HOUSE GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1653)

**(1) PROPOSED GRANT OF
ISSUE MANDATE AND REPURCHASE MANDATE,
(2) RE-ELECTION OF DIRECTORS,
(3) PROPOSED REFRESHMENT OF
SHARE OPTION SCHEME MANDATE LIMIT,
(4) PROPOSED SHARE CONSOLIDATION
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting (the “**AGM**”) of the Company to be held at 50/F, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong on Wednesday, 2 September 2020 at 11:00 a.m. is set out on pages 22 to 27 of this circular. A form of proxy is enclosed with this circular. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the case may be).

Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

PRECAUTIONARY MEASURES FOR THE AGM

Please refer to page ii of this circular for precautionary measures that will be implemented at the AGM to prevent the COVID-19 pandemic, including:

- (i) Compulsory body temperature check;
- (ii) Compulsory wearing of surgical face mask throughout the AGM;
- (iii) No refreshments will be provided and there will be no corporate gift; and
- (iv) Maintaining proper distance between seats.

Any person who does not comply with any of the above precautionary measures, or who has a fever or exhibits flu-like symptoms or is subject to any Hong Kong Government prescribed quarantine may be denied entry to the AGM venue.

For the health and safety of Shareholders, the Company encourages Shareholders NOT to attend the meeting in person, and remind Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.

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PRECAUTIONARY MEASURES FOR THE AGM

To safeguard the health and safety of stakeholders and participants attending the AGM under the ongoing Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM:

- (i) Compulsory body temperature checks will be conducted for every attendee entering the AGM venue. Any person with a body temperature above 37.4 degrees Celsius, or who exhibits flu-like symptoms, may be denied entry to the AGM venue or be required to leave the AGM venue;
- (ii) Each attendee will be required to wear a surgical face mask inside the AGM venue and throughout the AGM;
- (iii) No refreshment will be served and there will be no corporate gift; and
- (iv) Seating at the AGM venue will be arranged to ensure appropriate social distancing. Attendee of the AGM is reminded to observe good personal hygiene and to maintain appropriate social distance with others at all times.

Any person who refuses to co-operate with any of the above precautionary measures may not be admitted to the AGM venue in order to ensure the safety of the attendees at the AGM.

In addition, the Company reminds all Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person, by completing and returning the proxy form attached to this circular.

If any Shareholder chooses not to attend the AGM in person but has any question about any resolution or about the Company, or has any matter for communication with the Directors, he/she is welcome to send such question or matter in writing to our principal place of business in Hong Kong.

Subject to the development of the COVID-19 pandemic in Hong Kong, the Company may implement further precautionary measures, and issue further announcement(s) on such measures at short notice as and when appropriate. Shareholders should check the website of The Hong Kong Exchanges and Clearing Limited (<http://www.hkexnews.hk>) or the website of the Company (<http://www.rbmsgroup.com>) for further announcements and updates on the AGM arrangements.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be held at 50/F, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong on Wednesday, 2 September 2020 at 11:00 a.m., the notice of which is set out on pages 22 to 27 of this circular
“AGM Notice”	the notice convening the AGM set out on pages 22 to 27 of this circular
“Articles of Association”	the amended and restated articles of association of the Company adopted on 20 September 2018 and as amended from time to time
“Board”	the board of Directors
“Business Day”	a day (excluding Saturday, Sunday, public holiday and any day on which a tropical cyclone warning signal numbered 8 or above is hoisted or remains hoisted between 9:00 a.m. and 12:00 noon and is not lowered at or before 12:00 noon) or which licensed banks in Hong Kong are open for business
“CCASS”	the Central Clearing and Settlement System, a securities settlement system used within the Hong Kong Exchanges and Clearing Limited market system, which is established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as from time to time
“Close Associate(s)”	has the same meaning ascribed to it under the Listing Rules
“Company”	MOS House Group Limited, an exempted company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 1653)
“Consolidated Share(s)”	ordinary share(s) of par value HK\$0.10 each in the share capital of the Company immediately after the Share Consolidation becoming effective
“Core Connected Person(s)”	has the same meaning ascribed to it under the Listing Rules

DEFINITIONS

“Director(s)”	the director(s) of the Company
“Effective Date”	the date on which the Share Consolidation shall become effective, being the second Business Day immediately after the date of the passing of the ordinary resolution approving the Share Consolidation at the AGM
“Eligible Participant”	any persons who may be invited by the Directors to take up Options as detailed in the Share Option Scheme
“Existing Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company prior to the Share Consolidation having become effective
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all power of the Company to allot, issue and otherwise deal with new Shares or other securities of up to a maximum of 20% of the total number of Shares in issue as at the date of the AGM, as set out in resolution numbered 4 of the AGM Notice
“Latest Practicable Date”	24 July 2020, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange
“Listing Date”	19 October 2018, being the date of listing of the Shares on the main board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited

DEFINITIONS

“Options”	share option(s), granted or to be granted by the Company entitling the holders thereof to subscribe for new Shares pursuant to the Share Option Scheme
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares up to a maximum of 10% of the total number of Shares in issue as at the date of the AGM, as set out in resolution numbered 5 of the AGM Notice
“Scheme Mandate Limit”	the number of Shares which may be issued upon exercise of all Options to be granted which shall not in aggregate exceed 10% of the Shares in issue as at the date of approval of the Share Option Scheme or of the refreshment of such limit by Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	Existing Share(s) and/or Consolidated Share(s), as the case maybe
“Share Consolidation”	the proposed share consolidation of every ten (10) existing issued and unissued Shares of par value of HK\$0.01 each into one (1) Consolidated Share of par value of HK\$0.10 each
“Share Option Scheme”	the share option scheme adopted by the Company on 20 September 2018
“Shareholder(s)”	the holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	The Codes on Takeovers and Mergers and Share Buy-backs as approved by the Securities and Futures Commission of Hong Kong, as amended, modified or otherwise supplemented from time to time
“%”	per cent.

EXPECTED TIMETABLE

EXPECTED TIMETABLE

The expected timetable for implementation of the Share Consolidation is as follows:

Event	Time and date
Latest date and time for lodging transfer documents of Existing Shares in order to qualify for attending and voting at the AGM.....	4:30 p.m. on Thursday, 27 August 2020
Closure of register of members of the Company (both days inclusive)	Friday, 28 August 2020 to Wednesday, 2 September 2020
Latest date and time for lodging the proxy forms for the AGM.....	11:00 a.m. on Monday, 31 August 2020
Record date for attending and voting at the AGM.....	Wednesday, 2 September 2020
Date and time of the AGM.....	11:00 a.m. on Wednesday, 2 September 2020
Announcement of poll results of the AGM.....	Wednesday, 2 September 2020
<p><i>The following events are conditional on the result of relevant resolution of the AGM and therefore the dates are tentative only:</i></p>	
Effective date of the Share Consolidation.....	Friday, 4 September 2020
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares	Friday, 4 September 2020
Dealings in the Consolidated Shares commence.....	9:00 a.m. on Friday, 4 September 2020
Original counter for trading in Existing Shares in board lots of 20,000 Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Friday, 4 September 2020
Temporary counter for trading in Consolidated Shares in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Friday, 4 September 2020

EXPECTED TIMETABLE

Event	Time and date
Original counter for trading in Consolidated Shares in board lots of 20,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Friday, 18 September 2020
Parallel trading in the Consolidated Shares (in the form of existing and new share certificates) commences	9:00 a.m. on Friday, 18 September 2020
Designated broker starts to stand in the market to provide matching services for the odd lots of Consolidated Shares	9:00 a.m. on Friday, 18 September 2020
Temporary counter for trading in board lots of 2,000 Consolidated Shares (in the form of existing share certificates) closes	4:10 p.m. on Monday, 12 October 2020
Parallel trading in the Consolidated Shares (in the form of existing and new share certificates) ends	4:10 p.m. on Monday, 12 October 2020
Designated broker ceases to stand in the market to provide matching services for the odd lots of the Consolidated Shares	4:10 p.m. on Monday, 12 October 2020
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares	Wednesday, 14 October 2020

All times and dates in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied. Any changes to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate in accordance with the Listing Rules.

Shareholders and potential investors are advised to exercise caution when dealing in the Shares and, if they are in any doubt about their position, they should consult their professional advisor(s).

LETTER FROM THE BOARD

MOS HOUSE GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1653)

Executive Directors:

Mr. Simon Tso (*Chairman and Chief Executive Officer*)
Ms. Tsui To Fei

Independent Non-executive Directors:

Mr. Ho Wing Tim
Mr. Ng Wang To
Ms. Law Chui Yuk

Registered Office:

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

*Head Office and Principal Place
of Business in Hong Kong:*

50/F, China Online Centre
333 Lockhart Road
Wanchai
Hong Kong

30 July 2020

To the Shareholders

Dear Sir/Madam,

**(1) PROPOSED GRANT OF
ISSUE MANDATE AND REPURCHASE MANDATE,
(2) RE-ELECTION OF DIRECTORS,
(3) PROPOSED REFRESHMENT OF SHARE OPTION
SCHEME MANDATE LIMIT,
(4) PROPOSED SHARE CONSOLIDATION
AND
(5) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with details of (i) the Issue Mandate and the Repurchase Mandate and the extension of the Issue Mandate by addition thereto of the number of Shares repurchased pursuant to the Repurchase Mandate; (ii) the re-election of Directors; (iii) the Refreshment of Share Option Scheme Mandate Limit; and (iv) the Share Consolidation and give you the AGM Notice.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

The Company's existing mandate to issue Shares was approved by its then Shareholders on 30 August 2019. Unless otherwise renewed, the existing mandate to issue Shares will lapse at the conclusion of the AGM. At the AGM, an ordinary resolution will be proposed to grant to the Directors a new general and unconditional mandate to allot issue and otherwise deal with Shares of up to 20% of the total number of the Shares in issue as at the date of the AGM (subject to adjustment for share sub-division or consolidation).

In addition, a separate ordinary resolution will be proposed at the AGM to add to the Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if so granted to the Directors at the AGM).

The Directors have no present intention to exercise the Issue Mandate or the Repurchase Mandate (if granted to the Directors at the AGM).

The Issue Mandate allows the Company to allot, issue and otherwise deal with Shares only during the period from the date of passing of the relevant resolution to the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws including, without limitation, laws of the Cayman Islands; or (iii) the date upon which such authority is revoked or varied by an ordinary resolution of the Shareholders at a general meeting of the Company (the "**Relevant Period**").

As at the Latest Practicable Date, the issued share capital of the Company comprised of 2,400,000,000 Shares. Subject to the passing of the relevant resolution to approve the Issue Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Directors would be authorised to allot, issue and otherwise deal with a maximum of 480,000,000 new Shares under the Issue Mandate, representing 20% of the total number of the Shares in issue as at the date of the AGM.

GENERAL MANDATE TO REPURCHASE SHARES

The Company's existing mandate to repurchase Shares was approved by its then Shareholders on 30 August 2019. Unless otherwise renewed, the existing mandate to repurchase Shares will lapse at the conclusion of the AGM.

At the AGM, an ordinary resolution will be proposed to grant to the Directors a new general and unconditional mandate to repurchase Shares of up to 10% of the total number of the Shares in issue as at the date of the AGM. The Repurchase Mandate allows the Company to make repurchases only during the Relevant Period.

As at the Latest Practicable Date, the issued share capital of the Company comprised of 2,400,000,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased prior to the date of the AGM, the Company would be allowed to repurchase a maximum of 240,000,000 Shares under the Repurchase Mandate, representing 10% of the total number of the Shares in issue as at the date of the AGM.

LETTER FROM THE BOARD

An explanatory statement required to be sent to the Shareholders under the Listing Rules is set out in Appendix I to this circular to provide the requisite information regarding the Repurchase Mandate to the Shareholders in accordance with Rule 10.06 of the Listing Rules.

REFRESHMENT OF SHARE OPTION SCHEME MANDATE LIMIT

The Company adopted the “Share Option Scheme” on 20 September 2018. Apart from the Share Option Scheme, the Company has no other share option scheme currently in force. Before placing of new Shares on 11 June 2020, the maximum number of Shares which may be granted by the Company under the Share Option Scheme is 200,000,000, namely 10% of the Shares in issue. After completion of placing of new Shares, the number of Shares in issue of the Company had increased substantially from 2,000,000,000 to 2,400,000,000. The Company considers it is appropriate to refresh the Scheme Mandate Limit after the placing of the additional 400,000,000 Shares to the effect that the maximum number of Shares which may be granted by the Company under the Share Option Scheme will be increased to 240,000,000.

The Board considers that it is in the interests of the Company and the Shareholders as a whole to grant the refreshment of the Scheme Mandate Limit so as to provide the Company with greater flexibility in granting Options to Eligible Participants of the Company under the Share Option Scheme as an incentive to recognize their past contributions and to encourage the Eligible Participants to achieve long term performance targets set by the Group and at the same time allows the Eligible Participants to enjoy the results of the Company attained through their efforts and contributions.

Under the rules of the Share Option Scheme:

- (i) the maximum number of Shares in respect of which Options may be granted under the Share Option Scheme and any other schemes involving the issue or grant of Options or similar rights over Shares or other securities by the Company shall not, in aggregate, exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme by the Shareholders.
- (ii) the Scheme Mandate Limit may be renewed by the Shareholders in general meetings from time to time provided always that the Scheme Mandate Limit so renewed must not exceed 10% of the Shares in issue as at the date of approval of such renewal by Shareholders in general meeting. Upon such renewal, all Options granted under the Share Option Scheme or any other share option schemes of the Company (including those exercised, outstanding, cancelled or lapsed in accordance with the terms of the Share Option Scheme or any other share option schemes of the Company) prior to the approval of such renewal shall not be counted for the purpose of calculating the Scheme Mandate Limit as renewed.
- (iii) the Company may seek separate Shareholders’ approval in general meeting to grant Options beyond the Scheme Mandate Limit provided that the Options in excess of the Scheme Mandate Limit are granted only to the Eligible Participants specifically identified by the Company prior to such approval being sought.

LETTER FROM THE BOARD

- (iv) the maximum number of Shares which may be issued upon the exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme and any other schemes involving the issue or grant of Options or similar rights over Shares or other securities by the Company must not, in aggregate, exceed 30% of the Shares in issue from time to time.

Since the date of adoption of the Share Option Scheme, no Option has been granted under the Share Option Scheme. The Company has no intention to grant any Options before the upcoming AGM. It does plan to grant Options to the Directors, employees of the Company and other Eligible Participants during the next twelve months period, though as at the Latest Practicable Date, no concrete plans have been formulated.

If the refreshment of the Scheme Mandate Limit is approved at the AGM, based on the 2,400,000,000 Shares in issue as at the Latest Practicable Date and assuming no new Shares are issued and no Shares are repurchased after the Latest Practicable Date and up to the date of the AGM, the Board will be able to grant Options to subscribe for up to a total of 240,000,000 Shares, representing 10% of the share capital in issue of the Company as at the date of the AGM. The number of Shares which may be issued upon exercise of such maximum amount of Options which may be granted after approval of the refreshment of the Scheme Mandate Limit plus the Options outstanding as at the Latest Practicable Date will not exceed 30% of the total number of Shares in issue.

The refreshment of the Scheme Mandate Limit is conditional upon: (1) the Shareholders passing an ordinary resolution to approve the refreshment of the Scheme Mandate Limit at the AGM; and (2) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, such number of Shares, representing 10% of the Shares in issue as at the date of the AGM, which may fall to be allotted and issued pursuant to the exercise of Options which may be granted under the Share Option Scheme.

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Article 84(2) of the Articles of Association, Mr. Simon Tso and Ms. Tsui To Fei will retire from office as Directors and being eligible, have offered themselves for re-election as Directors at the AGM.

Details of the above retiring Directors who are subject to re-election at the AGM are set out in Appendix II to this circular in accordance with the relevant requirements of the Listing Rules.

LETTER FROM THE BOARD

SHARE CONSOLIDATION

The Company proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares of a par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) Consolidated Share of a par value of HK\$0.10 each.

Conditions of the Share Consolidation

The Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution to approve the Share Consolidation by the Shareholders at the AGM;
- (ii) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, the Consolidated Shares upon the Share Consolidation becoming effective; and
- (iii) the compliance with all relevant procedures and requirements under the Cayman Islands laws (where applicable) and the Listing Rules to effect the Share Consolidation.

Subject to the satisfaction of all the above conditions, it is expected that the Share Consolidation will become effective on the Effective Date, i.e. being the second Business Day immediately after the date of passing of the ordinary resolution approving the Share Consolidation at the AGM.

Effects of the proposed Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$50,000,000 divided into 5,000,000,000 Existing Shares. Upon the Share Consolidation becoming effective and assuming that no changes on the authorized share capital of the Company from the Latest Practicable Date until the Effective Date, the authorised share capital of the Company will become HK\$50,000,000 divided into 500,000,000 Consolidated Shares with par value of HK\$0.10 each. As at the Latest Practicable Date, 2,400,000,000 Existing Shares have been issued. Assuming no further Existing Shares will be issued or repurchased from the Latest Practicable Date until the Effective Date, immediately upon the Share Consolidation becoming effective, 240,000,000 Consolidated Shares will be in issue.

LETTER FROM THE BOARD

The Share Consolidation does not have any material adverse impact on the proposed Grant of Issue Mandate, Repurchase Mandate and refreshment of Share Option Scheme Mandate Limit, despite the fact that the nominal value per Share and the number of Shares issuable and for repurchase therefrom will be different, the effect of which is summarized as below:

	As at the Latest Practicable Date	Upon passing of relevant resolution at the AGM	Immediately following the Share Consolidation becoming effective
Par value per Share	HK\$0.01	HK\$0.01	HK\$0.10
No. of Shares issuable under the Issue Mandate (assuming no repurchase of Shares)	0	480,000,000	48,000,000
No. of Shares the Company can repurchase	200,000,000	240,000,000	24,000,000
No of Option Shares grantable	200,000,000	240,000,000	24,000,000

Note: The figures in the table is presented on the assumption that no further Existing Shares are issued or repurchased between the Latest Practicable Date and the date of the Share Consolidation having become effective. Any fractional Share arising from the Share Consolidation is not shown in the table.

Save as disclosed in (i) the announcement of the Company dated 18 June 2020 and (ii) the final results announcement for the year ended 31 March 2020 published on 29 June 2020, the Company has no intention to carry out any equity fundraising, corporate action or arrangement that may affect the trading in the Shares of the Company, including share consolidation, share subdivision and change in board lot size, in the next twelve months which would have a contradictory effect to the Share Consolidation.

Status of the Consolidated Shares

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank pari passu in all respects with each other. Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the shareholdings, proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares to which Shareholders may be entitled thereto and will be aggregated and sold for the benefit of the Company.

Application for listing of the Consolidated Shares

An application has been made by the Company to the Listing Committee of the Stock Exchange for the listing of, and the permission to deal in, the Consolidated Shares to be issued upon the Share Consolidation becoming effective.

LETTER FROM THE BOARD

None of the Existing Shares are listed or dealt in on any other stock exchanges other than the Stock Exchange, and at the time when the Share Consolidation becoming effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Shareholders or potential investors should note that (i) significant number of odd lots will be created after the Share Consolidation; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market.

Fractional Consolidated Shares

Fractional Consolidated Shares arising from the Share Consolidation, if any, will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and sold if possible, for the benefit of the Company.

Exchange of share certificates

Subject to the Share Consolidation becoming effective, which is expected to be on Friday, 4 September 2020, being the second Business Day immediately after the date of the AGM, the Shareholders may during the period from Friday, 4 September 2020 to Wednesday, 14 October 2020 (both days inclusive) submit existing share certificates for the Existing Shares (in the colour of light blue) to the share registrar of the Company in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, to exchange for new share certificates for the Consolidated Shares (in the colour of light yellow) at the expense of the Company. It is expected that new share certificates for the Consolidated Shares will be available for collection within 10 business days from the date of submission for the exchange. Thereafter, share certificates for the Existing Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each existing share certificate for the Existing Shares cancelled or each new share certificate for the Consolidated Shares to be issued, whichever is higher.

After 4:00 p.m. on Wednesday, 14 October 2020, trading will only be in Consolidated Shares. Share certificates for the Existing Shares will remain good evidence of legal title and may be exchanged for new share certificates for the Consolidated Shares at any time but will not be accepted for delivery, trading, settlement and registration upon completion of the Share Consolidation.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Brilliant Norton Securities Company Limited to provide matching service, on a best efforts basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares for the period from 18 September 2020 to 12 October 2020 (both days inclusive). Holders of odd lots of the Consolidated Shares who wish to take advantage of this facility either to dispose of their odd lots of the Consolidated Shares or to

LETTER FROM THE BOARD

top up to a full board lot may contact Mr. Dennis Wu of Brilliant Norton Securities Company Limited at Room 804, 8/F., Jubilee Centre, 46 Gloucester Road, Wanchai, Hong Kong (telephone no. (852) 2838 6008) as soon as possible between 9:00 a.m. to 5:00 p.m. on any business day from 18 September 2020 to 12 October 2020 (both days inclusive).

Trading arrangement for Consolidated Shares

The expected timetable for the implementation of the Share Consolidation and the associated trading arrangement is set out in the section headed "Expected Timetable" of this circular.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

BOARD LOT SIZE

Currently, the Existing Shares are traded on the Stock Exchange in the board lot size of 20,000 Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 20,000 Shares. Based on the closing price of HK\$0.055 per Share as quoted on the Stock Exchange at the Latest Practicable Date, the value for each board lot of 20,000 Existing Shares was HK\$1,100 and the theoretical market value for each board lot of 20,000 Consolidated Shares assuming the Share Consolidation had become effective, would be HK\$11,000.

Reasons for the Proposed Share Consolidation

According to rule 13.64 of the Listing Rules, where the market price of the securities of the issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. The "Guide on Trading Arrangements for Selected Types of Corporate Actions" issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 30 August 2019 has further stated that (i) market price of the shares at a level less than HK\$0.1 each will be considered as trading at extremity as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

The share price of the Company has been below HK\$0.1 and the existing board lot value of Existing Shares has been below HK\$2,000 for most of the time during the past 12 months. The Board considers that the proposed Share Consolidation, resulting in HK\$0.55 per Consolidated Share and HK\$11,000 per board lot of Consolidated Shares (based on the current closing price of HK\$0.055 per Existing Share as at the date of the Latest Practicable Date), would enable the Company to avoid the occurrence of non-compliance with the trading requirements under the Listing Rules. Further, the Share Consolidation would reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum

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transaction costs for each securities trade. It is expected that the Share Consolidation will increase the value of each board lot of the Consolidated Shares to more than HK\$2,000. Accordingly, the Board considers that the Share Consolidation is a feasible option.

The Board considers that the Share Consolidation would maintain the trading amount for each board lot at a reasonable level in order to attract more investors and to extend the shareholder base of the Company. It is also considered that the Share Consolidation will make investing in the Shares more attractive to a broader range of investors, in particular to institutional investors whose house rules might otherwise prohibit or restrict trading in securities that are priced below a prescribed floor, and thus help to further broaden the shareholder base of the Company. The Directors also believe that the Share Consolidation will provide greater opportunity for and more flexibility in the Company's possible equity fund raising in the future. As at the date of this announcement, there is no understanding, agreement or arrangement for any such fund raising activity nor is there any plan or conclusion for the format of any such corporate actions or arrangements for such fund raising for the next twelve months.

As at the Latest Practicable Date, the Company does not have any outstanding derivatives, Options, warrants, conversion rights or other similar rights which are convertible or exchangeable into Shares.

The Board believes the Share Consolidation will not have any material adverse effect on the financial position of the Company nor result in change in the relative rights of the Shareholders and are in the interests of the Company and the Shareholders as a whole.

Shareholders or potential investors should note that (i) significant number of odd lots will be created after the Share Consolidation; (ii) odd lots arrangements do not guarantee successful matching of all odd lots at the relevant market price; and (iii) odd lots might be sold below the market price in the market.

AGM

A notice convening the AGM to be held at 50/F, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong on Wednesday, 2 September 2020 at 11:00 a.m. is set out on pages 22 to 27 of this circular.

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you intend to attend and vote at the AGM in person, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof (as the

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case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting at the AGM or any adjournment thereof (as the case may be) should you so desire.

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Friday, 28 August 2020 to Wednesday, 2 September 2020 (both days inclusive) during which period no transfer of Shares will be effected for the purpose of determining Shareholders who are entitled to attend and vote at the AGM. In order to be eligible to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificate(s) should be lodged for registration with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Thursday, 27 August 2020. All persons who are registered holders of the Shares on Wednesday, 2 September 2020, the record date of the AGM, will be entitled to attend and vote at the AGM.

RECOMMENDATION

The Directors consider that the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate, the proposed re-election of Directors, the proposed grant of the refreshment of Scheme Mandate Limit and the proposed Share Consolidation are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the AGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolutions to be proposed at the AGM. Your attention is also drawn to the additional information set out in the Appendices to this circular.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 circular misleading.

By Order of the Board
MOS House Group Limited
Simon Tso
Chairman

This explanatory statement contains all the information required pursuant to Rule 10.06(1)(b) of the Listing Rules.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised of 2,400,000,000 Shares. Subject to the passing of the relevant resolution to approve the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company will be allowed to repurchase a maximum of 240,000,000 Shares during the Relevant Period, representing 10% of the total number of the Shares in issue as at the date of the AGM.

2. FUNDING OF REPURCHASES

The Directors propose that the repurchase of Shares under the Repurchase Mandate would be financed from the Company's internal resources.

In repurchasing the Shares, the Company may only apply funds which are legally available for such purposes in accordance with the Articles of Association of the Company, the Listing Rules and the applicable laws and regulations of the Cayman Islands. The Company will not purchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

3. REASONS FOR SHARE REPURCHASE

Although the Directors have no present intention of exercising the proposed Repurchase Mandate, the Directors believe that the flexibility afforded by the proposed Repurchase Mandate would be beneficial to the Company and the Shareholders. An exercise of the Repurchase Mandate may, depending on market conditions at the time, lead to an enhancement of the net asset value and/or earnings per Share and will only be made when the Directors believe that repurchase of Shares will benefit the Company and the Shareholders as a whole.

4. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in twelve calendar months preceding the Latest Practicable Date were as follows:

	Shares Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2019		
July	0.109	0.083
August	0.100	0.071
September	0.107	0.074
October	0.083	0.076
November	0.093	0.069
December	0.079	0.063
2020		
January	0.080	0.054
February	0.082	0.049
March	0.052	0.036
April	0.045	0.039
May	0.073	0.039
June	0.070	0.038
July (up to and including the Latest Practicable Date)	0.070	0.052

5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the Articles of Association, the memorandum of association of the Company or any applicable laws including, without limitation, laws of the Cayman Islands.

No Core Connected Person of the Company has notified the Company that he/she/it has a present intention to sell Shares of the Company, or has undertaken not to do so, if the Repurchase Mandate is exercised.

6. EFFECT OF THE TAKEOVERS CODE

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as that term is defined in the Takeovers Code), depending on the level of increase of the shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and insofar as the Directors are aware of, Mr. Simon Tso, via RB Power Limited (collectively, the “**Controlling Shareholders**”), controls 1,500,000,000 Shares, representing 62.5% of the share capital in issue of the Company.

In the event that the Repurchase Mandate was exercised in full, the interest of the Controlling Shareholders in the Company will be increased from 62.50% to approximately 69.44%. On the basis of the aforesaid increase of shareholding, the Directors are not aware of any consequences of such repurchases of Shares that would result in the Controlling Shareholders becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code if the Repurchase Mandate was exercised in full. Moreover, the Directors do not intend to exercise the power to repurchase Shares to such an extent as would result in any Shareholder, or group of Shareholders acting in concert, becoming obliged to make a mandatory offer under Rule 26 of the Takeovers Code.

As the exercise of the Repurchase Mandate in full would result in insufficient public float of the Company, the Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to such an extent that results in a public shareholding of less than the minimum public float requirement of 25% of the total number of Shares in issue.

7. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

As at the Latest Practicable Date, none of the Directors nor, to the best knowledge and belief of the Directors, having made all reasonable enquiries, any of their respective Close Associates has any present intention, in the event that the proposed Repurchase Mandate is granted, to sell Shares to the Company.

As at the Latest Practicable Date, no Core Connected Person of the Company has notified the Company that he/she/it has a present intention to sell Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchases of Shares.

8. MATERIAL ADVERSE CHANGE

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company as compared with those as at 31 March 2020, being the date to which the latest published audited accounts of the Company have been made up. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

9. SHARE REPURCHASE MADE BY THE COMPANY

The Company had not purchased any of the Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

The following are particulars of the Directors proposed to be re-elected at the AGM:

RE-ELECTION OF DIRECTORS

Executive Directors

Mr. Simon Tso (曹思豪) (“Mr. Tso”)

Mr. Simon Tso, aged 47, was appointed as our Director on 25 September 2015 and re-designated as our executive Director on 17 December 2015. Mr. Tso is the founder, chairman and chief executive officer of our Group. He is the spouse of Ms. Tusi To Fei, an executive Director. Mr. Tso is also the chairman of the nomination committee. He is responsible for the overall strategic planning, operations and management of our Group.

Mr. Tso has taken up the management role as a director of a number of subsidiaries of the Company.

Mr. Tso has over 20 years of experience in trading of tiles and building materials. Mr. Tso is a director of Pok Oi Hospital, a charitable organisation principally engaged in the provision of medical, social and educational services. He is also the president of Wanchai and Central & Western District Industries and Commerce Association, an industrial and commercial organisation.

Mr. Tso obtained a bachelor’s degree in engineering from the University of Manchester Institute of Science and Technology (which was merged with the Victoria University of Manchester, now known as the University of Manchester) in the United Kingdom in July 1997. He also received a master’s degree in business administration from the University of Liverpool in the United Kingdom in December 1998. Other than disclosed in this circular, Mr. Tso did not hold any other directorship in listed public companies in the last three years.

As at the Latest Practical Date, Mr. Tso is interested in 1,500,000,000 Shares, representing 62.5% of the issued share capital of the Company, all the shares are held by a controlled entity within the meaning of Part XV of the SFO.

Mr. Tso has entered into a letter of appointment with the Company for a term of three years commencing on 19 October 2018, which may be terminated by not less than three months’ notice in writing served by either party on the other, and is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. For the year ended 31 March 2020, the total remuneration of Mr. Tso amounted to HK\$2,934,000, details of which were set out in note 8 to the financial statements in the annual report for the year ended 31 March 2020. The remuneration of Mr. Tso is determined with reference to the prevailing market conditions, the Company’s performance and his time, effort and expertise spent on the Group’s affairs.

Mr. Tso’s terms of service will remain unchanged if re-elected.

Save as disclosed herein and as at the Latest Practicable Date, Mr. Tso does not (i) have any relationship with any Directors, senior management or substantial shareholders of the Company; (ii) hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) hold any other position with the Company or other members of the Group; (iv) have any other major appointments and professional qualifications; (v) have any interests in the Shares within the meaning of the SFO; and (vi) have any other matters that need to be brought to the attention of the Shareholders nor has any other information that is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules.

Ms. Tsui To Fei (徐道飛) (“Ms. Tsui”)

Ms. Tsui To Fei, aged 51, was appointed as our executive Director on 26 January 2018. Ms. Tsui joined our Group as the director of Regent Building Material Supplies Company Limited since June 2000. Ms. Tsui is also a member of the remuneration committee of the Company. She is primarily responsible for the overall strategic planning, operations and management of our Group. Ms. Tsui has also been a director of Asian Wealth Limited since June 2009 and Cyber Building Limited since July 2000, they are both investment holding companies, which Ms. Tsui has been responsible for making investment decisions. Prior to joining our Group, Ms. Tsui was involved in family textile business. Ms. Tsui is the president of Rotary Club of Manhattan Hong Kong, the honorable vice president of Hangzhou Residents Association, the vice president of Hong Kong Central and Western District Women Entrepreneurs Association Limited, the vice-chairlady of Hong Kong Tianjin Business and Professional Women Association. Ms. Tsui completed her college education in South Hills Academy in the United States in 1990. Ms. Tsui did not hold any other directorship in listed public companies in the last three years.

Ms. Tsui is the spouse of Mr. Simon Tso, the chairman and chief executive officer and an executive Director of the Company.

As at the Latest Practical Date, Ms. Tsui has spouse interest in 1,500,000,000 Shares, representing 62.5% of the issued share capital of the Company, all the Shares are held by an entity controlled by Mr. Tso, within the meaning of Part XV of the SFO.

Ms. Tsui has entered into a letter of appointment with the Company for a term of three years commencing on 19 October 2018, which may be terminated by not less than three months' notice in writing served by either party on the other, and is subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. For the year ended 31 March 2020, the total remuneration of Ms. Tsui amounted to HK\$834,000, details of which were set out in note 8 to the financial statements in the annual report for the year ended 31 March 2020. The remuneration of Ms. Tsui is determined with reference to the prevailing market conditions, the Company's performance and her time, effort and expertise spent on the Group's affairs.

Ms. Tsui's terms of service will remain unchanged if re-elected.

Save as disclosed herein and as at the Latest Practicable Date, Ms. Tsui does not (i) have any relationship with any Directors, senior management or substantial shareholders of the Company; (ii) hold any directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (iii) hold any other position with the Company or other members of the Group; (iv) have any other major appointments and professional qualifications; (v) have any interests in the Shares within the meaning of the SFO; and (vi) have any other matters that need to be brought to the attention of the Shareholders nor has any other information that is required to be disclosed pursuant to any of the requirements under Rules 13.51(2)(h) to (v) of the Listing Rules.

NOTICE OF AGM

MOS HOUSE GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1653)

NOTICE IS HEREBY GIVEN that the annual general meeting (the “**AGM**”) of shareholders of MOS House Group Limited (the “**Company**”) will be held at 50/F, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong on Wednesday, 2 September 2020 at 11:00 a.m., to consider and, if thought fit, to pass with or without amendments, the following resolutions:

ORDINARY RESOLUTIONS

1. To receive and adopt the audited financial statements of the Company and its subsidiaries and the reports of the directors of the Company (the “**Directors**”) and the auditors of the Company for the year ended 31 March 2020.
2. To re-appoint Mazars CPA Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration.
3.
 - (a) To re-elect Mr. Simon Tso as an executive Director;
 - (b) To re-elect Ms. Tsui To Fei as an executive Director; and
 - (c) To authorise the board of Directors to fix the Directors’ remuneration.
4. To consider as special business and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“**THAT:**

- (a) subject to paragraph (c) of this resolution, and pursuant to the Rules Governing the listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each or such other nominal amount as shall result from a sub-division or a consolidation of such shares from time to time (the “**Share(s)**”) in the share capital of the Company or securities convertible into such Shares or options, warrants, or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares of the Company) which would or might require the exercise of such powers be and is hereby generally and unconditionally approved;

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- (b) the approval in paragraph (a) of this resolution shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into Shares) which would or might require the exercise of such powers (including but not limited to the power to allot, issue and deal with additional Shares) during or after the end of the Relevant Period;
- (c) the total number of Shares to be allotted or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); (ii) the grant or exercise of any options granted under any share option scheme adopted by the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries and/or any eligible persons thereunder of shares or rights to subscribe for Shares; (iii) any scrip dividend scheme or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares pursuant to the articles of association of the Company (the “**Articles of Association**”) from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed 20% of the total number of the Shares in issue as at the date of the AGM, and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution,

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company; or
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws including, without limitation, laws of the Cayman Islands to be held; or
- (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means an offer of Shares open for a period fixed by the Company or the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares as at that date (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in

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relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange outside Hong Kong).”

5. To consider and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) of this resolution, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares (or securities convertible into Shares) on the Stock Exchange or on any other stock exchange on which the Shares of the Company may be listed and which is recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, and that the exercise by the Directors of all powers to repurchase such Shares are subject to and in accordance with all applicable laws and requirements of the Listing Rules or of any other stock exchange as amended from time to time, be and the same is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its Shares at a price determined by the Directors;
- (c) the total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the Shares in issue as at the date of the AGM, and the said approval pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (d) for the purpose of this resolution, “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company; or
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws including, without limitation, laws of the Cayman Islands to be held; or
 - (iii) the date on which the authority given under this resolution is revoked or varied by an ordinary resolution of the shareholders of the Company in general meeting.”

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6. To consider and if thought fit, to pass with or without modification the following resolution as an ordinary resolution:

“**THAT:** conditional upon the passing of resolutions numbered 4 and 5 as set out in this notice convening the AGM, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and otherwise deal with the Shares pursuant to resolution numbered 4 above be and is hereby extended by the addition thereto of the total number of Shares which may be repurchased by the Company under the authority granted pursuant to resolution numbered 5 above, provided that such amount shall not exceed 10% of the total number of the Shares in issue as at the date of the AGM.”

7. To consider and if thought fit, to pass with or without modification the following resolution as an ordinary resolution:

“**THAT:** subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval of the listing of and permission to deal in the Shares issuable upon exercise of options granted under the share option scheme of the Company adopted on 20 September 2018 (the “**Share Option Scheme**”) the existing limit in respect of the granting of options to subscribe for Shares under the Share Option Scheme be and is hereby refreshed and renewed provided that the total number of Shares which may be allotted and issued upon the exercise of such options granted under the Share Option Scheme or any other share option schemes of the Company (no option has been granted, outstanding, cancelled, lapsed or exercised under the Share Option Scheme from the date of approval of the Share Option Scheme) shall not exceed 10% of the total number of Shares in issue as at the date of the AGM (the “**Refreshed Limit**”) (subject to adjustment in the same proportion upon the Company conducting consolidation or subdivision of the Shares, if any); and the Directors be and are hereby authorized, subject to compliance with the Listing Rules, to grant options under the “Share Option Scheme” up to the Refreshed Limit and to exercise all powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such options, to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Refreshed Limit.”

8. To consider as special business and if thought fit, to pass with or without modification, the following resolution as an ordinary resolution:

“**THAT:**

- (a) Subject to and conditional upon, among others, the granting by the Listing Committee of the Stock Exchange of the listing of, and permission to deal in, the Consolidated Shares (as herein defined in this resolution) to be in issue upon the Share Consolidation with effect from the second business day immediately after the date on which this resolution is passed, being a day on which Shares are traded on the Stock Exchange, every ten (10) existing issued and unissued shares of the par value of HK\$0.01 each in the share capital of the

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Company be consolidated into one (1) consolidated ordinary share of a par value of HK\$0.10 (each a “**Consolidated Share**”) (the “**Share Consolidation**”);

- (b) all fractional Consolidated Shares resulting from the Share Consolidation will not be given to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company in such manner on such terms as the Directors may think fit; and
- (c) the Directors be and is hereby authorized to do all such acts and things and execute and deliver all such documents whether under the common seal of the Company or otherwise as may be necessary, desirable or expedient to carry out or give effect to any or all of the foregoing arrangements in respect of the Share Consolidation.”

By Order of the Board
MOS House Group Limited
Simon Tso
Chairman

Hong Kong, 30 July 2020

Notes:

1. Any member of the Company entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the AGM. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized on its behalf.
3. Where there are joint registered holders of any shares, any one of such persons may vote at the AGM (or any adjournment thereof), either personally or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at the AGM personally or by proxy, then one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
4. In order to be valid, the proxy form, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the AGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. In relation to resolution numbered 3, Mr. Simon Tso and Ms. Tsui To Fei will retire from office at the AGM in accordance with the Articles of Association and, being eligible, will offer themselves for re-election. Biographical details of these Directors are set out in Appendix II to the Company’s circular dated 30 July 2020.

NOTICE OF AGM

7. An explanatory statement as required by the Listing Rules in connection with the repurchase mandate under resolution numbered 5 above is set out in Appendix I to the Company's circular dated 30 July 2020.
8. The transfer books and Register of Members of the Company will be closed from Friday, 28 August 2020 to Wednesday, 2 September 2020, both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Thursday, 27 August 2020.

PRECAUTIONARY MEASURES FOR THE AGM

The Company would like to inform its Shareholders that precautionary measures will be implemented at the AGM to prevent the COVID-19 pandemic, including:

- (i) Compulsory body temperature check;
- (ii) Compulsory wearing of surgical face mask throughout the AGM;
- (iii) No refreshments will be provided and there will be no corporate gift; and
- (iv) Maintaining proper distance between seats.

Any person who does not comply with any of the above precautionary measures, or who has a fever or exhibits flu-like symptoms or is subject to any Hong Kong Government prescribed quarantine may be denied entry to the AGM venue.

For the health and safety of Shareholders, the Company encourages Shareholders NOT to attend the AGM in person, and remind Shareholders that they may appoint the chairman of the AGM as their proxy to vote on the relevant resolutions at the AGM as an alternative to attending the AGM in person.