

**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).

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

**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,  
AND  
(3) 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 Thursday, 30 September 2021 at 11:00 a.m. is set out on pages 13 to 17 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 of the Company (the “Shareholder(s)”), 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 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 of the Company, 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 Thursday, 30 September 2021 at 11:00 a.m., the notice of which is set out on pages 13 to 17 of this circular
“AGM Notice”	the notice convening the AGM set out on pages 13 to 17 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 or a “black” rainstorm warning 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
“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)
“Core Connected Person(s)”	has the same meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“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

## DEFINITIONS

“Latest Practicable Date”	23 July 2021, 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
“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
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended and supplemented from time to time
“Share(s)”	Ordinary share(s) of HK\$0.1 each in the share capital of the Company
“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.

**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 2021

*To the Shareholders*

Dear Sir/Madam,

**(1) PROPOSED GRANT OF  
ISSUE MANDATE AND REPURCHASE MANDATE,  
(2) RE-ELECTION OF DIRECTORS,  
AND  
(3) 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; and (ii) the re-election of Directors 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 2 September 2020. 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 240,000,000 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 48,000,000 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 2 September 2020. 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 240,000,000 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 24,000,000 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.

### **RE-ELECTION OF RETIRING DIRECTORS**

In accordance with Article 84(2) of the Articles of Association, Mr. Ng Wang To and Ms. Law Chui Yuk 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.

### **AGM**

A notice convening the AGM to be held at 50/F, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong on Thursday, 30 September 2021 at 11:00 a.m. is set out on pages 13 to 17 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 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 Saturday, 25 September 2021 to Thursday, 30 September 2021 (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 Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not later than 4:30 p.m. on Friday, 24 September 2021. All persons who are registered holders of the Shares on Thursday, 30 September 2021, the record date of the AGM, will be entitled to attend and vote at the AGM.

## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors consider that the Issue Mandate (including the extended Issue Mandate), the Repurchase Mandate and the proposed re-election of Directors 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 240,000,000 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 24,000,000 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>
<b>2020</b>		
July	0.700	0.530
August	0.830	0.500
September	0.790	0.540
October	1.280	0.800
November	1.440	0.500
December	0.680	0.450
<b>2021</b>		
January	0.590	0.495
February	0.550	0.440
March	0.440	0.340
April	0.385	0.360
May	0.375	0.345
June	0.410	0.315
July (up to and including the Latest Practicable Date)	0.380	0.325

#### 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 had interests in 150,820,000 Shares, of which 150,000,000 Shares were held by RB Power Limited (whose entire issued share capital is indirectly owned by TMF (Cayman) Ltd, the trustee of his family trust) and 820,000 Shares were held by Cyber Building Limited (whose entire issued share capital is owned in equal share by Mr. Simon Tso and his spouse Ms. Tsui To Fei), representing approximately 62.84% of the share capital in issue of the Company.

In the event that the Repurchase Mandate was exercised in full, the interest of Mr. Simon Tso will be increased from approximately 62.84% to approximately 69.82%. 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 Mr. Simon Tso 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.

Furthermore, 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 2021, 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**

### **Independent non-executive Directors**

#### **Mr. Ng Wang To (吳宏圖) (“Mr. Ng”)**

Mr. Ng Wang To, aged 53, was appointed as our independent non-executive Director on 20 September 2018. Mr. Ng is also the chairman of the remuneration committee and a member of the audit committee, the nomination committee and the corporate governance committee.

Mr. Ng has over 17 years of experience in fund management. Since April 2016, Mr. Ng has been a managing director of Well Link Asset Management Limited where he has been primarily responsible for its overall management. From June 2015 to March 2016, Mr. Ng served as a vice president of the fund management in the securities and asset management department of AMTD Asset Management Limited where he was primarily in charge of the investment management of funds. From February to June 2015, Mr. Ng worked as a senior portfolio manager in Wing Lung Asset Management Limited, where he was primarily responsible for the management of fund. From October 2013 to January 2015, Mr. Ng worked at RHB OSK Asset Management Limited, an asset management company, with his last position as chief investment officer (marketing title) of the asset management department, where he was primarily in charge of the asset management business. From August 2006 to October 2013, Mr. Ng worked at Pacific Eagle Asset Management Limited with last position as an investment director, where he was responsible for the management of funds. From March 2003 to July 2006, Mr. Ng served as a deputy general manager of Allianz Global Investors Taiwan Ltd., a subsidiary of Allianz Global Investors AG, where he was in charge of the investment management department and was responsible for supervising the management of mutual funds.

Mr. Ng obtained a bachelor's degree in business administration from the Chinese University of Hong Kong in 1993. He is currently licensed by the SFC to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong) (“SFO”) and is a responsible officer of Well Link Asset Management Limited.

Mr. Ng has entered into a director's service agreement with the Company for a term of three years commencing on 19 October 2018 subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The director's fee of Mr. Ng is HK\$240,000 per annum which is determined with reference to his experience, expected duties and responsibilities within the Company and the prevailing market conditions.

Save as disclosed above, Mr. Ng does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Mr. Ng does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and he has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Mr. Ng as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Specific enquiry has been made by the Company to Mr. Ng to confirm his independence pursuant to Rule 3.13 of the Listing Rules. In this connection, the Company has received the positive annual confirmation from Mr. Ng. Based on the confirmation received and after annual assessment by the nomination committee of the Company at a meeting held on 28 June 2021, the Company considers Mr. Ng to be independent under the Listing Rules.

After the aforesaid annual assessment by the nomination committee of the Company, the Company considers that Mr. Ng's extensive experience in fund and investment management could perform a check and balance function with diversity of skills, knowledge, varied background and experience required for running an effective Board.

#### **Ms. Law Chui Yuk (羅翠玉) (“Ms. Law”)**

Ms. Law Chui Yuk, aged 52, was appointed as our independent non-executive Director on 20 September 2018. Ms. Law is also the chairlady of the audit committee and the corporate governance committee and a member of the remuneration committee of the Company. Ms. Law has nearly 30 years of experience in accounting and financial management.

Ms. Law has been the Head of Corporate Finance and Performance Management with Chong Hing Bank Limited since November 2019. From April 1998 to September 2017, Ms. Law joined Standard Chartered Bank with last position as the head of performance and analytics, commercial banking and transaction banking for Greater China, North Asia and Hong Kong where she was primarily responsible for the performance management for commercial banking and transaction banking businesses. From December 1995 to March 1998, Ms. Law served as a senior officer in the finance division of the Hong Kong branch of China Construction Bank Corporation where she was primarily responsible for the financial accounting, management and statutory reporting, planning and budgetary control, system development, taxation and risk management. From March 1994 to December 1995, Ms. Law served in two private companies as an accountant and a management accountant where she was responsible for performing analytical review, rendering assistance to the enforcement of internal control, formulating financial reports and budgets. Ms. Law worked at Deloitte Touche Tohmatsu, an international accounting firm from August 1991 to February 1994 with last position as a semi-senior auditor, during which she was primarily responsible for auditing.

Ms. Law has been an associate of the HKICPA since April 1997, a fellow of the Association of Chartered Certified Accountants of the United Kingdom since March 2000. Ms. Law obtained a bachelor's degree in business administration from the University of Hong Kong in November 1991.

Ms. Law has entered into a director's service agreement with the Company for a term of three years commencing on 19 October 2018 subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Articles of Association. The director's fee of Ms. Law is HK\$240,000 per annum which is determined with reference to her experience, expected duties and responsibilities within the Company and the prevailing market conditions.

Save as disclosed above, Ms. Law does not hold any directorship in other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years or any other position with the Company and other members of the Group or other major appointments and professional qualifications.

Save as disclosed above, as at the Latest Practicable Date, Ms. Law does not have any relationship with other Directors, senior management, substantial or controlling shareholders of the Company and she has no interests in the shares of the Company which are required to be disclosed pursuant to Part XV of the SFO.

Save as disclosed above, the Company considers that in relation to the re-election of Ms. Law as an independent non-executive Director, there is no information to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

Specific enquiry has been made by the Company to Ms. Law to confirm her independence pursuant to Rule 3.13 of the Listing Rules. In this connection, the Company has received the positive annual confirmation from Ms. Law. Based on the confirmation received and after annual assessment by the nomination committee of the Company at a meeting held on 28 June 2021, the Company considers Ms. Law to be independent under the Listing Rules.

After the aforesaid annual assessment by the nomination committee of the Company, the Company considers that Ms. Law's extensive experience in the banking and finance sectors, could perform a check and balance function with diversity of skills, knowledge, varied background and experience required for running an effective Board.

## NOTICE OF AGM

### MOS HOUSE GROUP LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 1653)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**AGM**”) of shareholders (the “**Shareholders**”) of MOS House Group Limited (the “**Company**”) will be held at 50/F, China Online Centre, 333 Lockhart Road, Wanchai, Hong Kong on Thursday, 30 September 2021 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 auditor of the Company for the year ended 31 March 2021.
2. To re-appoint Mazars CPA Limited as auditor of the Company and to authorise the board of Directors to fix its remuneration.
3. (a) To re-elect Mr. Ng Wang To as an independent non-executive Director;  
(b) To re-elect Ms. Law Chui Yuk as an independent non-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\$0.1 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 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.”

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

Hong Kong, 30 July 2021

*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. Ng Wang To and Ms. Law Chui Yuk 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 2021.
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 2021.

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8. The transfer books and register of members of the Company will be closed from Saturday, 25 September 2021 to Thursday, 30 September 2021 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 Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration no later than 4:30 p.m. on Friday, 24 September 2021.

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### 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.**