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首程控股有限公司
SHOUCHENG HOLDINGS LIMITED
(Incorporated in Hong Kong with limited liability)
(Stock Code: 697)

GRANT OF AWARDS UNDER THE SHARE INCENTIVE PLAN

Reference is made to (i) the notice of general meeting and the circular (the “**Circular**”) each dated 18 October 2021 issued by Shoucheng Holdings Limited (the “**Company**”) to the shareholders of the Company (the “**Shareholders**”) in relation to the proposed adoption of the share incentive plan (the “**Plan**”); and (ii) the poll results announcement of the Company (the “**GM Results Announcement**”) dated 3 November 2021 in relation to the poll results of the general meeting of the Company held on 3 November 2021 (the “**GM**”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings ascribed to them in the Circular.

The Board is pleased to announce that after the Plan was adopted by the Shareholders at the GM, the Board resolved to grant Awards to purchase up to 138,500,000 Shares to 50 Selected Employees under the Initial Grant of the Plan, among whom 15 Selected Employees are connected persons of the Company (the “**Connected Selected Employees**”) and 35 Selected Employees are non-connected persons of the Company (the “**Non-Connected Selected Employees**”), subject to acceptance by the Selected Employees.

Details of the Initial Grant are set out below:

Grant Date	:	5 November 2021 (the “ Date of Grant ”)
Exercise price of the Share Options granted	:	HK\$1.624 per Share (being not lower than the nominal value of the Shares and the higher of the following: (1) the closing price of HK\$1.62 per Share on the Date of Grant; and (2) the average closing price of HK\$1.624 per Share for the five Trading Days prior to the Date of Grant)
Total number of Share Options granted	:	138,500,000 Share Options (each Share Option shall entitle the holder thereof to purchase one (1) Share)

Closing price of Shares on the : HK\$1.62 per Share
Date of Grant

Validity period of the Share : The Share Options shall be valid from the Date of Grant up to
Options and including the last Trading Day within the 60th month from
the Date of Grant

An aggregate of 138,500,000 Share Options will be granted to the following Selected Employees:

Selected Employees	Role of Selected Employees	Number of Share Options granted	Percentage to the total number of issued Shares as at the date of this announcement <i>(Note 1)</i>
Connected Selected Employees:			
Mr. Zhao Tianyang	Executive Director and Chairman of the Board	7,000,000	0.10%
Mr. Xu Liang	Executive Director	5,000,000	0.07%
Mr. Li Wei	Executive Director and President of the Board	9,000,000	0.12%
Ms. Zhang Meng	Executive Director	7,000,000	0.10%
11 other Connected Selected Employees	Employees of the Group <i>(Note 2)</i>	41,220,000	0.57%
Non-Connected Selected Employees:		69,280,000	0.95%
Total		138,500,000	1.90%

Notes:

- 1. All percentages in the above table are approximations.*
- 2. These Connected Selected Employees are directors of significant subsidiaries of the Company.*

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries,

each of the Non-Connected Selected Employees is independent of the Company and connected persons of the Company.

The number of Shares underlying the Share Options granted to the Selected Employees under the Initial Grant is 138,500,000 Shares, representing approximately 1.90% of the total number of issued Shares as at the date of adoption of the Plan by the Shareholders at GM and the date of this announcement.

As disclosed in the Circular, the exercise of any Award by a grantee shall be subject to the satisfaction of the exercise conditions as specified in the Plan, including, among others, the Company's performance and the individual grantee's performance of each year during the grant and the exercise periods. In respect of each grant, upon satisfaction of the exercise conditions as provided under the Plan, the Share Options under an Award shall become exercisable in average in three exercise periods in the proportion of 33%, 33% and 34% respectively.

The grant of Awards to the Selected Employees under the Initial Grant has been approved by the Board and the Remuneration Committee. None of Mr. Zhao Tianyang, Mr. Xu Liang, Mr. Li Wei and Ms. Zhang Meng was involved in deciding the grant of the Award to himself/herself.

As disclosed in the Circular, the purposes of the Plan are to align the interests of Employees, Company and the Shareholders for the Company's long-term development, to attract, motivate and retain talents, to establish and improve the long-term incentive mechanism of the Company, with a view to achieving the objectives of further enhancing Shareholders' value. The Directors (including independent non-executive Directors) are of the view that the terms of the grant of Awards are fair and reasonable, and in the interests of the Company and its Shareholders as a whole.

LISTING RULES IMPLICATIONS

The operation of the Plan does not involve the issue of new Shares by the Company, so the Plan does not constitute a share option scheme pursuant to Chapter 17 of the Listing Rules and is a discretionary plan of the Company. Accordingly, no Shareholders' approval is required for the adoption or implementation of the Plan pursuant to the Listing Rules.

Each of the Connected Selected Employees is a connected person of the Company pursuant to Chapter 14A of the Listing Rules. Accordingly, the grant of Award to each of the Connected Selected Employees constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules. As the Award granted to the Connected Selected Employees is pursuant to their respective service contract with the Company or its subsidiary and which form part of their respective remuneration package under his/her service contract, the grant of Award to each of the Connected Selected Employees is exempt from the reporting, announcement and independent Shareholders' approval requirements pursuant to Rule 14A.73(6) and Rule 14A.95 of the Listing Rules.

By order of the Board
Shoucheng Holdings Limited
Zhao Tianyang
Chairman

Hong Kong, 5 November 2021

As at the date of this announcement, the Board comprises Mr. Zhao Tianyang (Chairman), Mr. Xu Liang, Mr. Li Wei (President) and Ms. Zhang Meng as Executive Directors; Mr. Liu Jingwei, Mr. Ho Gilbert Chi Hang, Mr. Li Hao and Dr. Zhao Xianming as Non-executive Directors; Dr. Wang Xin, Mr. Choi Fan Keung Vic, Mr. Deng Yougao, Ms. Zhang Quanling and Ms. Zhuge Wenjing as Independent Non-executive Directors.