

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



石四藥集團有限公司 SSY Group Limited

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2005)

(1) PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME AND (2) SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO DISCLOSURES RELATING TO THE 2012 SHARE OPTION SCHEME

PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME

References are made to the circular of the Company dated 31 August 2012 in relation to, among others, the adoption of the 2012 Share Option Scheme.

The 2012 Share Option Scheme

The Company adopted the 2012 Share Option Scheme pursuant to the resolution passed by the Shareholders at the extraordinary general meeting held on 20 September 2012. Under the terms of the 2012 Share Option Scheme, unless otherwise cancelled or amended, the 2012 Share Option Scheme would remain in force for a period of 10 years from the date of its adoption and has expired on 19 September 2022. No further options can be offered or granted upon the expiration of the 2012 Share Option Scheme. As at the date of this announcement, granted and unexercised share options to subscribe for 100,000,000 Shares remained outstanding under the 2012 Share Option Scheme.

The New Share Option Scheme

In view of the expiration of the 2012 Share Option Scheme, the Board proposes to adopt the New Share Option Scheme in accordance with Chapter 17 of the Listing Rules to provide incentives or rewards to the Eligible Participants for their contribution or potential contribution to the Group.

The key terms of the New Share Option Scheme are set out below.

Purpose : The purpose of the New Share Option Scheme is to enable the Board to grant Share Options to the Eligible Participants as incentives or rewards for their contribution or potential contribution to the Group.

Duration : The New Share Option Scheme shall be valid and effective for a period of ten (10) years commencing on the Adoption Date, after which period, no further Share Options shall be offered or granted but the provisions of the New Share Option Scheme shall remain in full force and effect in all other respects.

Eligible Participants : The Board may at its discretion grant Share Options to:

- (a) Employee Participant(s);
- (b) Related Entity Participant(s); and
- (c) Service Provider(s),

and, for the purposes of the New Share Option Scheme, the Offer may be made to a vehicle (such as a trust or a private company) or similar arrangement for the benefit of a specified Eligible Participant subject to the fulfilment of requirements of the Listing Rules (including but not limited to a waiver from the Stock Exchange, where applicable).

Exercise price : The exercise price in respect of any Share Option shall, subject to any adjustments, be at the discretion of the Directors, provided that it must be at least the highest of:

- (a) the closing price of the Shares as stated in the daily quotation sheets issued by the Stock Exchange on the Offer Date;
- (b) the average closing price of the Shares as stated in the daily quotation sheets issued by the Stock Exchange for the five (5) business days immediately preceding the Offer Date; and
- (c) the nominal value of the Shares on the Offer Date;

provided that in the event of fractional prices, the exercise price per Share shall be rounded upwards to the nearest whole cent.

Maximum number of Shares available for subscription : The total number of Shares which may be allotted and issued upon exercise of all Share Options or share options or share awards to be granted under the New Share Option Scheme and any other share option scheme(s) or share award scheme(s) of the Company must not in aggregate exceed 10% of the total number of Shares in issue as at the Adoption Date.

The total number of Shares which may be allotted and issued in respect of all Share Options or share options or share awards to be granted to Service Providers under the New Share Option Scheme and any other share option scheme(s) or share award scheme(s) of the Company must not in aggregate exceed 1% of the total number of Shares in issue as at the Adoption Date.

Maximum entitlement of each Eligible Participant : The total number of Shares issued and which may fall to be issued upon exercise of the Share Options and the share options and share awards granted under the New Share Option Scheme or any other share option scheme(s) or share award scheme(s) of the Company (including both exercised or outstanding share options and share awards but excluding any share options and share awards lapsed in accordance with the terms of the scheme) to each Eligible Participant in any 12-month period up to and including the date of such grant shall not exceed 1% of the total number of Shares in issue.

Time of exercise of share options : A Share Option may be exercised during a period to be determined and notified by the Directors to the grantee thereof, save that such period shall not be more than ten (10) years from the Offer Date.

Vesting period : A grantee is required to hold a Share Option for not less than twelve (12) months from the Offer Date before it can be exercised.

Further details of the New Share Option Scheme will be set out in the circular to be despatched to the Shareholders.

The proposed adoption of the New Share Option Scheme is subject to:

- (a) the passing by the Shareholders at the EGM of an ordinary resolution to approve the adoption of the New Share Option Scheme and to authorise the Board to grant Share Options under the New Share Option Scheme and to allot and issue Shares pursuant to the exercise of any Share Option; and
- (b) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any Share Option which may be granted under the New Share Option Scheme.

An application will be made to the Stock Exchange for approval of the listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of any Share Option which may be granted under the New Share Option Scheme.

A circular containing, inter alia, (i) the details of the New Share Option Scheme; (ii) the notice of the EGM; and (iii) other information in relation to the Company in accordance with the Listing Rules, will be despatched to the Shareholders as soon as practicable.

As at the date of this announcement, the adoption of the New Share Option Scheme is subject to the approval of the Shareholders. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO DISCLOSURES RELATING TO THE 2012 SHARE OPTION SCHEME

Reference is made to the announcement of the Company dated 29 March 2022 in respect of the annual results of the Group for the year ended 31 December 2021 and the annual report of the Company for the year ended 31 December 2021 published on 19 April 2022 (the “**Annual Report**”).

In addition to the information contained in the Annual Report, the Board would like to provide the following supplementary information to Shareholders and potential investors of the Company.

As disclosed in the Annual Report, on 12 January 2021 (the “**Date of Grant**”), the Company granted 100,000,000 share options to certain management staff of the Group under the 2012 Share Option Scheme. The closing price of the Shares immediately before the Date of Grant (i.e. 11 January 2021) was HK\$4.00 per Share.

As at the date of the Annual Report (i.e. 29 March 2022), the total number of Shares available for issue under the 2012 Share Option Scheme was 182,960,938, which represented approximately 6.11% of the issued Shares of the Company as at the date of the Annual Report (being 2,992,179,385 Shares).

DEFINITIONS

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

- | | |
|----------------------------|---|
| “2012 Share Option Scheme” | the share option scheme adopted by the Company pursuant to the resolution passed by the Shareholders at the extraordinary general meeting held on 20 September 2012 |
| “Adoption Date” | the date upon which the New Share Option Scheme is conditionally adopted by resolutions of the Shareholders at the EGM |

“Board”	the director(s) of the Company
“business day”	a day on which banks in Hong Kong are open for normal banking business (excluding Saturdays, Sundays and public holidays)
“Company”	SSY Group Limited, a company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held by the Company for the Shareholders to consider and, if thought fit, approve, amongst others, the adoption of the New Share Option Scheme
“Employee Participant(s)”	means Director(s) and employee(s) of the Company or any of its subsidiaries (including persons who are granted Share Options as an inducement to enter into employment contracts with the Company or any of its subsidiaries)
“Eligible Participant(s)”	(a) Employee Participant(s); (b) Related Entity Participant(s); and (c) Service Provider(s)
	and, for the purposes of the New Share Option Scheme, the Offer may be made to a vehicle (such as a trust or a private company) or similar arrangement for the benefit of a specified Eligible Participant subject to the fulfilment of requirements of the Listing Rules (including but not limited to a waiver from the Stock Exchange, where applicable)
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“New Share Option Scheme”	the new share option scheme to be proposed for adoption by the Company at the EGM, the principal terms of which will be set out in the circular to be despatched

“Offer”	an offer for the grant of a Share Option made in accordance with the New Share Option Scheme
“Offer Date”	the date on which the Board resolves to make an Offer of a Share Option to an Eligible Participant, which must be a business day
“Related Entity Participant(s)”	means directors and employees of the holding companies, fellow subsidiaries or associated companies of the Company
“Service Provider(s)”	person(s) who provide services to the Group on a continuing and recurring basis in its ordinary and usual course of business which are in the interests of the long-term growth of the Group, including but not limited to person(s) who work for the Company as independent contractors (including advisers, consultants, distributors, contractors, suppliers, agents and service providers of any member of the Group) where the continuity and frequency of their services are akin to those of employees, but excluding placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions or professional service providers such as auditors or valuers who provide assurance, or are required to perform their services with impartiality and objectivity;
“Shares”	share(s) with a par value of HK\$0.02 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Share Option(s)”	means option(s) to subscribe for Shares granted pursuant to the New Share Option Scheme
“Stock Exchange”	the Stock Exchange of Hong Kong Limited
“%”	per cent

By order of the Board

Chow Hing Yeung

Executive Director and Company Secretary

Hong Kong, 28 October 2022

As at the date of this announcement, the Board comprises Mr. Qu Jiguang, Mr. Su Xuejun, Mr. Meng Guo and Mr. Chow Hing Yeung as executive Directors, Mr. Feng Hao as non-executive Director and Mr. Wang Yibing, Mr. Leung Chong Shun and Mr. Chow Kwok Wai as independent non-executive Directors.