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HKRI

香港興業國際集團有限公司*
HKR International Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 00480)

GRANT OF SHARE OPTIONS

This announcement is made pursuant to Rule 17.06A, 17.06B and 17.06C of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The Board of Directors (the “Board”) of HKR International Limited (the “Company”) announces that on 4 October 2023, the Company granted share options (the “Options”) to subscribe for a total of 42,280,000 ordinary shares of HK\$0.25 each in the share capital of the Company (the “Shares”) under the share option scheme adopted by the Company on 25 August 2021 (the “Scheme”) to certain eligible participants (as defined in the rules of the Scheme) (the “Grantees”), subject to their acceptance. Brief details of the Options are set out below:

Date of Grant	:	4 October 2023
Total number of Options granted	:	42,280,000, each entitles its holder to subscribe for one Share
Exercise price of Options granted	:	HK\$1.636 per Share, being the highest of : (i) closing price of HK\$1.630 per Share as quoted on the Stock Exchange of the date of grant of the Options; (ii) the average of the closing prices of the Shares as quoted on the Stock Exchange for the 5 trading days immediately preceding the date of grant of the Options of HK\$1.636 per Share; and (iii) the nominal value of HK\$0.25 per Share.
Closing price of the Shares on the date of grant	:	HK\$1.630 per Share
Period of the Options granted	:	Subject to vesting condition and early termination, the Options shall be exercisable by the Grantees up to 3 October 2028, i.e. five years from the date of grant of the Options (the “Option Period”).

- Vesting Period of the Options : The Options shall be vested to the Grantees in two tranches:
- 50% of the Options shall be vested on 4 October 2024, being 12 months after the date of grant of the Options to the end of the Option Period; and
- the remaining balance shall be vested on 4 October 2025, being 24 months after the date of grant of the Options to the end of the Option Period.
- Clawback Mechanism : The Options granted were subject to the clawback mechanisms as set out in the terms of the Scheme, in particular, the Options will lapse:
- (a) upon the Grantee ceases to be an eligible participant of the Group on one or more grounds, save for the death of the Grantee, that he or she has been guilty of serious misconduct, bankruptcy, or has made any arrangement or composition with his or her creditors generally or convicted of any criminal offence involving his integrity or honesty or any other ground on which an employer would be entitled to terminate his or her employment summarily; and
- (b) upon the Grantee transfers, assigns, charges, mortgages, encumbers or creates any interest in favour of any other person over or in relation to any Option.
- Performance Target : There is no performance target attached to the Options granted.
- The remuneration committee of the Board (the “Remuneration Committee”) notes that the purpose of the Scheme is to provide eligible persons with the opportunity to acquire proprietary interests in the Company and to encourage eligible persons to work towards enhancing the value of the Company and the Shares for the benefit of the Company and its shareholders as a whole.
- Having considered the purpose of the Scheme above and the following factors, the Remuneration Committee is of the view that the performance target is not necessary and the grant of the Options is in line with the purpose of the Scheme without the performance target:
- (a) given that the Options are time-vesting and subject to the clawback mechanism and the value of the Options is linked to the future Share price and performance of the Company, the grant of the

Options can align the interests of the Grantees and the Group;

- (b) as the Grantees are either Directors or employees of the Group who have made direct contributions to the operational performance and business development of the Group and the grant of the Options will give the Grantees to reap the results of the Group and be incentivised to work towards the sustainable growth of the Group and shareholder value creation; and
- (c) the number of the Options to be granted to each Grantee has been determined based on the work performance and the future potential contributions to the Group of the relevant Grantee.

- Number of Shares Available for Future Grant : After the grant of the Options as disclosed in this announcement, the number of Shares available for future grant(s) under the scheme mandate of the Scheme is 66,310,180 Shares.
- Financial Assistance : The Group did not provide any financial assistance to the Grantees to facilitate their purchase of Shares under the Scheme.

Among the 42,280,000 Options granted, 36,100,000 Options were granted to the following directors of the Company (the “Directors”):

<u>Name of Director</u>	<u>Position(s) held with the Company</u>	<u>Number of Options</u>
Mr CHA Mou Zing Victor	Chairman	9,500,000
Mr TANG Moon Wah	Managing Director	6,000,000
Mr CHEUNG Ho Koon	Executive Director	3,000,000
Ms NGAN Man Ying	Executive Director	3,000,000
Mr LEE Ivan Wank-hay	Executive Director	1,500,000
Ms WONG CHA May Lung Madeline	Non-executive Deputy Chairman	3,500,000
Mr CHA Mou Daid Johnson	Non-executive Director	2,400,000
Mr CHA Yiu Chung Benjamin	Non-executive Director	2,400,000
Mr CHEUNG Wing Lam Linus	Independent Non-executive Director	1,200,000
Mr FAN Hung Ling Henry	Independent Non-executive Director	1,200,000

Ms Barbara SHIU	Independent Non-executive Director	1,200,000
Mr TANG Kwai Chang	Independent Non-executive Director	1,200,000

The grant of Options to the above Directors has been approved by the independent non-executive directors of the Company in accordance with rule 17.04(1) of the Listing Rules, save that each of the independent non-executive directors has abstained from voting on the resolution relating to the grant of Options to himself or herself.

The remaining 6,180,000 Options were granted to 39 persons who are full time employees of the Group.

Save as disclosed in this announcement, none of the Grantees is (i) a Director, chief executive or substantial shareholder of the Company, nor an associate (as defined under the Listing Rules) or any of them; (ii) a participant with options and awards granted and to be granted exceeding the 1% individual limit (as defined under the Listing Rules); or (iii) a related entity participant (as defined under the Listing Rules) or service provider (as defined under the Listing Rules) of the Company.

By order of the Board
HKR International Limited
CHA Mou Zing Victor
Executive Chairman

Hong Kong, 4 October 2023

As at the date of this announcement, the Board comprises:

Executive Chairman

Mr CHA Mou Zing Victor

Non-executive Deputy Chairman

Ms WONG CHA May Lung Madeline

Executive Directors

Mr TANG Moon Wah (*Managing Director*)

Mr CHEUNG Ho Koon

Mr LEE Ivan Wank-hay

Ms NGAN Man Ying

Non-executive Directors

Mr CHA Mou Daid Johnson

Mr CHA Yiu Chung Benjamin

Independent Non-executive Directors

Mr CHEUNG Wing Lam Linus

Mr FAN Hung Ling Henry

Ms Barbara SHIU

Mr TANG Kwai Chang

* Registered under the predecessor ordinance of the Companies Ordinance, Chapter 622 of the laws of Hong Kong