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ALTUS.

ALTUS HOLDINGS LIMITED

浩德控股有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 8149)

GRANT AND PROPOSED GRANT OF SHARE AWARDS PURSUANT TO 2023 SHARE SCHEME

Pursuant to Rule 23.06A of the GEM Listing Rules, the Board is pleased to announce that on 20 January 2026, the Board had resolved to grant an aggregate of 3,650,000 Awarded Shares to four Grantees in accordance with the terms of the 2023 Share Scheme (which have been accepted by the Grantees) for the purposes of rewarding their past contributions and to retain them to contribute and share the future growth of the Group. These Awarded Shares represent approximately 0.44% of the Shares in issue (excluding treasury shares) as at the date of this announcement.

The Board also proposes to grant an aggregate of 3,000,000 Awarded Shares to two Executive Director Grantees in accordance with the terms of the 2023 Share Scheme (which have been accepted by the Executive Director Grantees, and subject to approval by Independent Shareholders) for the same reasons as above.

I. GRANT OF SHARE AWARDS PURSUANT TO 2023 SHARE SCHEME

Pursuant to Rule 23.06A of the Rules Governing the Listing of Securities on GEM (the "**GEM Listing Rules**") of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), the board (the "**Board**") of directors (the "**Directors**") of Altus Holdings Limited (the "**Company**") is pleased to announce that on 20 January 2026, the Board resolved to award and grant ("**Share Awards**") an aggregate of 3,650,000 new ordinary shares ("**Awarded Shares**") of HK$0.01 each in the share capital of the Company ("**Shares**"), credited as fully paid at a price of HK$0.01 each, as an incentive bonus to four employees ("**Grantees**") of the Company and its subsidiaries (the "**Group**"). The Grantees are employee participants ("**Employee Participants**") under the 2023 Share Scheme adopted on 8 August 2023 ("**2023 Share Scheme**"). The Share Awards are granted in accordance with the terms of the 2023 Share Scheme for the purposes of rewarding their past contributions and to retain them to contribute and share the future growth of the Group. The four Grantees have accepted the aforesaid grant.

Grant of Share Awards to four Grantees

Set out below are the particulars of the grant of Share Awards to four Grantees:

Date of Grant:	20 January 2026
Grantees:	The Share Awards are granted to Four Employee Participants as defined under the 2023 Share Scheme. The grant of the Share Awards to these four Grantees would not be subject to approval by the shareholders of the Company in general meeting. To the best knowledge of the Directors, as of the date of this announcement, none of these Grantees is (i) a director, chief executive or substantial shareholder of the Company, or an associate (as defined under the GEM Listing Rules) of any of them; (ii) a participant with options and awards granted and to be granted exceeding 1% individual limit under the GEM Listing Rules; or (iii) a related entity participant or service provider of the Company. The grant of the Share Awards would not result in the Shares issued and to be issued in respect of all options and awards granted to each grantee in the 12-month period up to and including the date of such grant in aggregate to be over 1% of the Shares in issue (excluding treasury shares).
Number of Awarded Shares:	3,650,000
Number of Grantees:	Four
Market price of the Shares on the date of grant:	HK$0.108 per share
Vesting periods:	(i) 1,300,000 Awarded Shares will be vested in approximately seven months from the date of grant (to be vested on 31 August 2026); (ii) 2,350,000 Awarded Shares will be vested in approximately twelve months from the date of grant (to be vested on 31 January 2027). For the 1,300,000 Awarded Shares to be vested in approximately seven months (to be vested on 31 August 2026), the remuneration committee of the Company ("**Remuneration Committee**") is of the view that the seven-month vesting period is appropriate as these Share Awards relate to past contributions that form part of a larger bonus package that takes into account such contributions made and potential contributions that are specifically permitted by the 2023 Share Scheme.

Performance target:	There is no performance target attached to the Awarded Shares. The Remuneration Committee is of the view that performance target is not necessary as the Share Awards are granted for the Grantees' past contributions and to retain and motivate them for their continual contribution to the growth and development of the Group.
Clawback mechanism:	As permitted by the 2023 Share Scheme, there is no clawback mechanism to recover or withhold the remuneration with regard to the Share Awards granted to any of the Grantees.
Vesting and allotment of Shares:	Upon vesting, the Grantees will have an unconditional right to obtain the Award Shares. The Grantees shall take procedures reasonably required by the Company to effect the allotment and issue of the Awarded Shares. The Company shall allot and issue the Awarded Shares on any date (the "**Issue Date**") as determined by the Company at its discretion, which date in any case shall not be later than one calendar month from the relevant vesting dates. The Awarded Shares to be issued and allotted to the Grantees shall rank pari passu in all respects with the fully paid Shares in issue on the relevant Issue Date. The Awarded Shares entitle the Grantees to participate in all cash income or other distributions paid or made after the relevant Issue Date, but not in any cash income or distributions previously declared, recommended to be paid or made before the relevant Issue Date.
Purpose of the grant:	Share Awards have been granted to reward the Grantees for their past contributions and to retain and motivate them for their continual contribution to the growth and development of the Group.
Administration:	The Share Awards shall be subject to the administration of the Board. The Company shall comply with all applicable disclosure requirements in relation to the administration of the Share Awards, including without limitation those imposed by the GEM Listing Rules from time to time.

Number of Shares available for future grants under the 2023 Share Scheme after the grant to four Grantees

The grant of Share Awards to four Grantees will be satisfied by issuance of new Shares within the scheme mandate limit under the 2023 Share Scheme. Subsequent to this grant of Share Awards, the number of Shares available for future grants to be satisfied by new Shares under the 2023 Share Scheme is 52,340,000.

Since the adoption of the 2023 Share Scheme, the Company has granted an aggregate of 28,910,000 Shares of which (i) 18,020,000 Shares had been vested and issued, (ii) 10,270,000 Shares are to be vested and issued; and (iii) 620,000 Shares have lapsed.

The Awarded Shares shall be issued for cash credited as fully paid at par with no payment required from the Grantees.

II. PROPOSED GRANT OF SHARE AWARDS PURSUANT TO 2023 SHARE SCHEME

The Board is also pleased to announce that on 20 January 2026, the Board had proposed to award and grant an aggregate of 3,000,000 Awarded Shares, credited as fully paid at a price of HK$0.01 each, as an incentive bonus to two executive directors of the Company, namely Mr. Chang Sean Pey and Ms. Leung Churk Yin Jeanny ("**Executive Director Grantees**"). The two Executive Director Grantees are Employee Participants under the 2023 Share Scheme. The Share Awards are proposed to be granted in accordance with the terms of the 2023 Share Scheme for the purposes of rewarding their past contributions and to retain them to contribute and share the future growth of the Group. The Executive Director Grantees have accepted the aforesaid grant, which is subject to approval by Independent Shareholders.

Proposed grant of Share Awards to two Executive Director Grantees

Set out below are particulars of the proposed grant of Share Awards to the two Executive Director Grantees:

Date of Grant: if approved, the date of the coming annual general meeting in August 2026 (exact date to be fixed)

Grantees: The Share Awards are proposed to be granted to two Employee Participants as defined under the 2023 Share Scheme, both of whom are executive directors of the Company.

The proposed grant to each of these two Executive Director Grantees would result in the Shares to be issued in respect of all Share Awards granted or proposed to be granted to each of them in the 12-month period up to and including the date of this proposed grant representing in aggregate over 0.1% of the Shares in issue (excluding treasury shares).

The proposed grant to these two Executive Director Grantees has been approved by all the independent non-executive directors of the Company (the "**INEDs**") but is subject to the approval of the shareholders other than the relevant Grantees, his associates and all core connected persons (as defined under the GEM Listing Rules) of the Company ("**Independent Shareholders**") in the coming general meeting which is presently expected to be the annual general meeting to be held in August 2026 (exact date to be fixed). The INEDs are of the view that the terms of the proposed grant to these two Executive Director Grantees are fair and reasonable and such proposed grant is in the interests of the Company and its shareholders as a whole and they will recommend to the Independent Shareholders to vote in favor of the relevant resolution(s) at the annual general meeting.

The proposed grant of the Share Awards would not result in the Shares issued and to be issued in respect of all options and awards granted or proposed to be granted to each grantee in the 12-month period up to and including the date of such proposed grant in aggregate to be over 1% of the Shares in issue (excluding treasury shares).

Set out below is a table of the proposed grant and the vesting dates:

Name of grantee	Position in the Company	Total Awarded Shares	Vesting date as at 31 August 2026	Vesting date as at 31 January 2027	Grant as percentage of maximum number of Shares which may be issued under 2023 Share Scheme (i.e. 81,250,000 Shares)	Grant as percentage of issued Shares (excluding treasury shares) (i.e. 828,340,000 Shares) as at the date of this announcement
Mr. Chang Sean Pey	Executive Director	1,500,000	500,000	1,000,000	1.85%	0.181%
Ms. Leung Churk Yin Jeanny	Executive Director	1,500,000	500,000	1,000,000	1.85%	0.181%
	Total	**3,000,000**	**1,000,000**	**2,000,000**	**3.70%**	**0.362%**

Number of Awarded Shares: 3,000,000

Number of Executive Director Grantees: Two

Vesting periods:

(i) 500,000 Awarded Shares proposed to be granted to each of the two Executive Director Grantees will be vested within one month from the date of grant (if approved at the annual general meeting of the Company to be held in August 2026);

(ii) 1,000,000 Awarded Shares proposed to be granted to each of the two Executive Director Grantees will be vested within six months from the date of grant (if approved at the annual general meeting of the Company to be held in August 2026).

The Remuneration Committee is of the view that the less than 12-month vesting periods are appropriate as these Share Awards relate to past contributions that form part of a larger bonus package that takes into account such contributions made and potential contributions that are specifically permitted by the 2023 Share Scheme.

Performance target: There is no performance target attached to the Awarded Shares. The Remuneration Committee is of the view that performance target is not necessary as the Share Awards are proposed to be granted for the Executive Director Grantees' past contributions and to retain and motivate them for their continual contribution to the growth and development of the Group.

Clawback mechanism:	As permitted by the 2023 Share Scheme, there is no clawback mechanism to recover or withhold the remuneration with regard to the Share Awards proposed to be granted to any of the Executive Director Grantees.
Vesting and allotment of Shares:	If approved, upon vesting, the Executive Director Grantees will have an unconditional right to obtain the Award Shares. The Executive Director Grantees shall take procedures reasonably required by the Company to effect the allotment and issue of the Awarded Shares. The Company shall allot and issue the Awarded Shares on any date (the "**Issue Date**") as determined by the Company at its discretion, which date in any case shall not be later than one calendar month from the relevant vesting dates. The Awarded Shares to be issued and allotted to the Executive Director Grantees shall rank pari passu in all respects with the fully paid Shares in issue on the relevant Issue Date. The Awarded Shares entitle the Executive Director Grantees to participate in all cash income or other distributions paid or made after the relevant Issue Date, but not in any cash income or distributions previously declared, recommended to be paid or made before the relevant Issue Date.
Purpose of the grant:	Share Awards are proposed to be granted to reward the Executive Director Grantees for their past contributions and to retain and motivate them for their continual contribution to the growth and development of the Group.
Administration:	The Share Awards shall be subject to the administration of the Board. The Company shall comply with all applicable disclosure requirements in relation to the administration of the Share Awards, including without limitation those imposed by the GEM Listing Rules from time to time.

Number of Shares available for future grants under the 2023 Share Scheme after the grant to four Grantees and the proposed grant to two Executive Director Grantees

Following the approval of the proposed grant by the Independent Shareholders at the annual general meeting of the Company to be held in August 2026, the proposed grant of Share Awards to two Executive Director Grantees will be satisfied by issuance of new Shares within the scheme mandate limit under the 2023 Share Scheme. Subsequent to grant of Share Awards to four Grantees and the proposed grant of Share Awards to two Executive Director Grantees, the number of Shares available for future grants to be satisfied by new Shares under the 2023 Share Scheme is 49,340,000.

Following the approval of the proposed grant by the Independent Shareholders at the annual general meeting of the Company to be held in August 2026, the Awarded Shares shall be issued to the two Executive Director Grantees for cash credited as fully paid at par with no payment required from them.

Implications under Chapter 23 of the GEM Listing Rules in relation to the proposed grants to Executive Director Grantees

Pursuant to Rule 23.04(4) of the GEM Listing Rules, each of the Executive Director Grantees, his/her associates and all other core connected persons of the Company will abstain from voting in favour of the relevant resolutions at the forthcoming annual general meeting of the Company. As at the date of this announcement, none of the Executive Director Grantees, his/her associates and all other core connected persons of the Company has indicated his/her intention to vote against the relevant resolutions at the forthcoming annual general meeting of the Company.

As at the date of this announcement, Mr. Chang held 23,900,000 Shares, including 1,000,000 Awarded Shares will be vested on 31 January 2026, representing approximately 2.88% of the total issued Shares (excluding treasury shares). None of his associates as defined under Rule 20.10 of the GEM Listing Rules held any Shares. Accordingly, Mr. Chang is required to abstain from voting under the GEM Listing Rules in favour of the resolution relating to the proposed grant of Share Awards to himself at the forthcoming annual general meeting of the Company in respect of all 23,900,000 Shares.

As at the date of this announcement, Ms. Leung held 10,900,000 Shares, including 1,000,000 Awarded Shares will be vested on 31 January 2026, representing approximately 1.32% of the total issued Shares (excluding treasury shares). None of her associates as defined under Rule 20.10 of the GEM Listing Rules held any Shares. Accordingly, Ms. Leung is required to abstain from voting under the GEM Listing Rules in favour of the resolution relating to the proposed grant of Share Awards to herself at the forthcoming annual general meeting of the Company in respect of all 10,900,000 Shares.

III. MISCELLANEOUS

The Company is engaged in investment holding and its major operating subsidiaries are mainly engaged in the provision of corporate finance, asset management and other consultancy services and proprietary investments in properties and securities.

By order of the Board
Altus Holdings Limited
Arnold Ip Tin Chee
Chairman

Hong Kong, 20 January 2026

As at the date of this announcement, the executive Directors are Mr. Arnold Ip Tin Chee (Chairman), Mr. Chang Sean Pey and Ms. Leung Churk Yin Jeanny; and the independent non-executive Directors are Mr. Chao Tien Yo, Mr. Chan Sun Kwong and Mr. Lee Shu Yin.

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

This announcement will remain on the "Latest Listed Company Information" page of the website of The Stock Exchange of Hong Kong Limited at www.hkexnews.hk for at least 7 days from the date of its publication. This announcement will also be published and remained on website of the Company at www.altus.com.hk.