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Qing Hua Holding Group Company Limited
擎華控股集團有限公司
(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)
(Stock Code: 8082)

GRANT OF SHARE AWARD

This announcement is made pursuant to Rule 23.06A of the Rules Governing the Listing of Securities on GEM ("**GEM Listing Rules**") of The Stock Exchange of Hong Kong Limited ("**Stock Exchange**").

References are made to the announcement of Qing Hua Holding Group Company Limited (the "**Company**") dated 17 March 2023 in relation to the strategic cooperation agreements and the announcement of the Company dated 10 October 2025 in relation to the grant of share award (the "**Announcements**") and the share award scheme adopted by the Company on 7 May 2024 (the "**Share Award Scheme**").

On 27 February 2026, the board (the "**Board**") of directors (the "**Directors**") of the Company resolved to grant 9,040,000 shares (the "**Shares**") of the Company (the "**Awarded Shares**") to Chessman Entertainment Concert Company Limited (the "**Consultant**") pursuant to the Share Award Scheme and the strategic cooperation agreement (the "**Strategic Cooperation Agreement**") dated 17 March 2023 entered into by the Company, Qing Hua Entertainment Asia Limited (formerly known as "Sunny Side Up Entertainment Asia Limited"), a wholly-owned subsidiary of the Company ("**Qing Hua Entertainment**") and the Consultant in respect of the cooperation with the Consultant. The proposed grant of the Awarded Shares is subject to the independent shareholders' approval at the special general meeting of the Company.

Details of the grant of Awarded Shares to the Consultant are as follows.

Awarded Shares

Date of grant	:	27 February 2026
Grantee	:	the Consultant
Awarded Shares	:	9,040,000 Shares, representing approximately 0.34% of the total issued Shares of the Company
Exercise price	:	Awarded Shares are not subject to exercise price
Purchase price of the Awarded Shares	:	Nil
Vesting period	:	Awarded Shares will be vested upon the achievement of the performance targets as stated below subject to the approval by independent shareholders at the SGM
Performance targets	:	15,000,000 Shares to be allotted and issued by the Company to the Consultant or their respective nominee(s) if the net profit attributable to Qing Hua Entertainment according to the management account derived from the shows of the Consultant, including concerts or events organised, achieved (the "**Target Profit**") is not less than HK$1,500,000 by or before the end of the term of the Strategic Cooperation Agreement (the "**Term**"), being a period of two years from the date of the Strategic Cooperation Agreement on 17 March 2023; or 30,000,000 Shares to be allotted and issued by the Company to the Consultant or their respective nominee(s) if the Target Profit achieved is not less than HK$3,000,000 by or before the end of the Term.

As set out in the Announcements, all performance targets of Awarded Shares during the Term have been fulfilled and the Target Profit achieved is not less than HK$3,000,000. Accordingly, a total of 30,000,000 Shares shall be allotted and issued by the Company to the Consultant. As the maximum number of Shares which may be allotted and issued under the Share Award Scheme to the service providers of the Company is 20,960,156 Shares, the Board resolved to firstly grant 20,960,000 Shares on 10 October 2025. The remaining 9,040,000 Shares shall be allotted and issued by the Company after the refreshment of relevant service provider sublimit under the Share Award Scheme pursuant to the GEM Listing Rules.

Closing price of the Shares as at the date of grant of Awarded Shares is HK$0.049 per Share.

As at the date of this announcement, the Company has 2,663,775,671 Shares in issue.

Vesting Period

Awarded Shares will be vested immediately after the performance targets of the Strategic Cooperation Agreement are achieved. Having considered grants with performance-based vesting conditions in lieu of time-based vesting criteria pursuant to paragraph 7(e) of the principal terms of the Share Award Scheme as set out in Appendix I of the circular of the Company 16 April 2024 in relation to the Share Award Scheme (the "**Circular**"), the Board is of the view that the vesting period of the Awarded Shares is appropriate.

Clawback mechanism

The Awarded Shares are subject to the clawback mechanism as set out in the Share Award Scheme, detail of which are set out in paragraphs 12 and 19 to Appendix I of the Circular.

Information on the grantee of the Share Award

The Consultant is a company incorporated in Macau with limited liability whose registered office is situated at Rm A, GF-MF, Lap San Building, 11 Rua do Noronha, Macao and which is held as to 90% by Che Fok Sang and 10% by Chow Mei Sun, both are individual and Independent Third Parties as at the date of this announcement. The Consultant is principally engaged in entertainment project and concert production and planning. Industry experience of Consultant include participation in production of "Jay Chou The Invincible 2 World Tour", "Jacky Cheung A Classic Tour" and "AARON KWOK de Aa Kode WORLD TOUR" in Macau.

Information on the parties to Strategic Cooperation Agreement

Qing Hua Entertainment is a company incorporated in Hong Kong with registered office at 17/F, Fun Tower, 35 Hung To Road, Kwun Tong, Kowloon, Hong Kong, which is an indirect wholly-owned subsidiary of the Company and principally engaged in organization and production of and investments in concert, other entertainment event, film, and TV drama production projects.

SCHEME LIMIT

As set out in the Circular of the Company dated 16 April 2024, the maximum number of Shares which may be allotted and issued in respect of all share awards and options to be granted under the Share Award Scheme and the share option scheme of the Company, respectively, and the options and share awards to be granted under any other share scheme(s) of the Company is 209,601,567 Shares. The maximum number of Shares which may be allotted and issued in respect of all shares awards and options to be granted under the Share Award Scheme and the share option scheme of the Company, respectively, and the options and share awards to be granted under any other share scheme(s) to the service providers of the Company is 20,960,156 Shares.

As at the date of this announcement, the remaining number of Shares which may be allotted and issued in respect of all Shares and options of the Company to be granted under the Share Award Scheme, the share option scheme of the Company and any other share scheme(s) of the Company is 641,567 Shares, and the remaining number of Shares which may be allotted and issued in respect of all Shares and options of the Company to be granted under the Share Award Scheme, the share option scheme of the Company and any other share scheme(s) of the Company to service providers of the Company is 156 Shares.

As such, a refreshment of the scheme limit of the Share Award Scheme is required before the grant of Awarded Shares, being 9,040,000 Shares, to the Consultant. Further information of the refreshment of the scheme limit of the Share Award Scheme will be delivered to shareholders of the Company for independent shareholder's approval.

GEM LISTING RULES IMPLICATIONS

As the Awarded Shares issued and to be issued to the Consultant in the 12-month period up to and including the date of grant of the Awarded Shares representing in aggregate more than 1% of the relevant class of Shares in issue (excluding treasury Shares), the Awarded Shares are subject to announcement requirement pursuant to 23.06A of the GEM Listing Rules, the circular requirements under Chapter 23 of the GEM Listing Rules and the Independent Shareholders' approval at the SGM in the manner set out in Rule 23.03D(1) of the GEM Listing Rules.

A circular containing, among other things, (i) refreshment of scheme limit and service provider sublimit under the share schemes of the Company; (ii) further information in relation to the proposed grant of Awarded Shares to the Consultant; and (iii) the notice of the SGM will be despatched to the Shareholders on or before 27 March 2026.

Accordingly, the grantee of Awarded Shares, their associates and all core connected persons of the Company must abstain from voting in favour at SGM.

By order of the Board
Qing Hua Holding Group Company Limited
Xiong Guorui
Executive Director

Hong Kong, 27 February 2026

As at the date of this announcement, the board comprises an executive Director, namely Mr. Xiong Guorui; three non-executive Directors, namely Mr. Ma Xinying, Mr. Ye Chao and Ms. Yuan Xiaomei; and three independent non-executive Directors, namely Mr. Chan Wai Man, Dr. Ip Wai Hung and Mr. Siu Hi Lam, Alick.

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 Stock Exchange of Hong Kong Limited's website at www.hkexnews.hk for at least 7 days from the day of its publication and on the website of the Company at www.8082.com.hk.