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# **VCREDIT Holdings Limited** **維信金科控股有限公司**

*(registered by way of continuation in the Cayman Islands with limited liability)*

**(Stock Code: 2003)**

**US\$100 Million 11.0% Senior Notes Due 2021**

**(Stock Code: 5064)**

**US\$85 Million 11.0% Senior Notes Due 2022**

**(Stock Code: 40498)**

## **VOLUNTARY ANNOUNCEMENT** **ADOPTION OF SHARE AWARD SCHEME**

The Board is pleased to announce that on 27 May 2021 (after trading hours), the Board approved the adoption of the Scheme. Unless amended by the Board, the maximum number of Award Shares to be granted pursuant to the Scheme (excluding any Award Shares in respect of Awards that are cancelled, lapse or forfeited in accordance with the Scheme Rules) is 49,305,718 Shares (representing 10% of the total number of Shares in issue as of the Adoption Date).

The Scheme does not constitute a share option scheme under Chapter 17 of the Listing Rules and is a discretionary scheme of the Company and Shareholders' approval is not required to adopt the Scheme.

### **INTRODUCTION**

The Board wishes to announce that the Company has by resolution of the Board adopted the Scheme on the Adoption Date.

### **SUMMARY OF SCHEME**

A summary of the Scheme and the Scheme Rules is set out below:

#### **Purpose**

The purposes of the Scheme are to align the interests of Eligible Persons with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares, and to encourage and retain Eligible Persons to make contributions to the long-term growth and profits of the Group.

## **Duration**

Unless terminated by the Board before the expiry of the Scheme Period, the Scheme shall be valid and effective for the Scheme Period (after which no further Awards will be granted), and thereafter for so long as there are any non-vested Award Shares relating to Awards granted prior to the expiration of the Scheme Period, in order to give effect to the vesting of such Award Shares or otherwise as may be required in accordance with the provisions of the Scheme Rules.

## **Administration**

The Board or its Delegate shall be responsible for administering the Scheme in accordance with the Scheme Rules. A decision of the Board or the Delegate in the course of the administration of the Scheme shall be final and binding on all persons affected thereby.

## **Awards**

An Award gives a Selected Participant a right, when the Award vests, to receive Award Shares or, if in the sole and absolute discretion of the Board or its Delegate, it is not practicable for the Selected Participant to receive Award Shares, an amount equal to the actual price at which the Award Shares are sold. An Award includes all cash income derived from the Award Shares from the Grant Date to the Vesting Date.

## **Operation and Grant of Award**

The Board or the Delegate may, from time to time, at their absolute discretion, grant an Award to a Selected Participant (in the case of the Delegate, to any Selected Participant other than a Director or an officer of the Company) during the Scheme Period by way of an Award Letter. The Award Letter will specify the Grant Date, the number of Award Shares underlying the Award, the vesting criteria and conditions, the Vesting Dates and such other details as the Board or the Delegate may consider necessary. In determining the Selected Participants, the Board or the Delegate may take into consideration matters including but not limited to the present and expected contribution of the relevant Selected Participant to the Group.

Each grant of an Award to any Director or the chairman of the Company shall be subject to the prior approval of the remuneration committee of the Board (excluding any member who is a proposed recipient of the grant of the Award) and the independent non-executive Directors (excluding any independent non-executive Director who is a proposed recipient of the grant of an Award).

For the purposes of satisfying Awards (including potential Awards), the underlying Award Shares may be acquired by any, or a combination, of the following methods:

- (i) purchases of Shares on-market at prevailing market prices from funds provided by the Company; and
- (ii) the issue and allotment of new Shares by the Company on terms and at issue prices (including at par value) as shall be determined by the Board and from funds provided by the Company, to the extent permitted by applicable laws, rules and regulations.

If new Shares are to be issued and allotted to satisfy Award Shares granted to:

- (i) a Selected Participant who is not a connected person, such new Shares may be issued and allotted under the general mandate, or a specific mandate or specific approval of the Shareholders at a duly convened general meeting of the Company in accordance with all applicable laws, rules and regulations (including the Listing Rules); and
- (ii) a Selected Participant who is a connected person, such new Shares may be issued and allotted under a specific mandate or specific approval of the Shareholders at a duly convened general meeting of the Company to the extent permitted by and in accordance with all applicable laws, rules and regulations (including the Listing Rules).

To the extent that Awards shall be satisfied by way of issue and allotment of new Shares, the grant of such Awards shall be conditional upon the Listing Committee of the Stock Exchange granting approval to the listing of, and permission to deal in, such Shares and the satisfaction of any other conditions as may be considered necessary or appropriate by the Board or the Delegate.

No grant of Awards to any Selected Participant may be made (and no issue or allotment of Shares may be made by the Company, and no instructions to acquire Shares on-market shall be given to the trustee or designated third party under the Scheme, as the case may be) in any of the following circumstances:

- (i) if any member of the Group is required under applicable laws, rules or regulations to issue a prospectus or other offer documents in respect of such grant or the Scheme;
- (ii) where such grant or dealing in the Shares in respect of such grant would result in a breach by any member of the Group or any of its Directors of any applicable laws, rules, regulations or code in any jurisdiction from time to time;
- (iii) where any Director is in possession of unpublished inside information in relation to the Company or where dealings by Directors are prohibited under any code or requirement of the Listing Rules or any applicable laws, rules or regulations;
- (iv) during the period of 60 days immediately preceding the publication date of the annual results or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; or
- (v) during the period of 30 days immediately preceding the publication date of the half-year results or, if shorter, the period from the end of the relevant half-year period up to the publication date of the results.

Further an Award shall not be granted to any Selected Participant:

- (i) where the requisite approval from any applicable governmental or regulatory authority has not been obtained, provided that to the extent permissible in accordance with applicable laws, rules and regulations an Award may be made conditional upon such approval being obtained;
- (ii) where such grant of Award would result in a breach of the Scheme Limit or would otherwise cause the Company to issue new Shares in excess of the permitted amount in the mandate previously approved by the Shareholders, provided that to the extent permissible in accordance with applicable laws, rules and regulations an Award may be made conditional upon the Scheme Limit being refreshed and/or such mandate being renewed or approval of Shareholders being otherwise obtained;
- (iii) where such Award is to be satisfied by way of issue of new Shares and such issue of new Shares can only be made by specific approval of Shareholders under the Listing Rules, until such approval of Shareholders is obtained provided that to the extent permissible in accordance with applicable laws, rules and regulations an Award may be made conditional upon such specific shareholder approval being obtained; or
- (iv) where such Award is to a connected person and is to be satisfied by way of issue of new Shares and under the Listing Rules requires the specific approval of Shareholders, until such approval of Shareholders is obtained provided that to the extent permissible in accordance with applicable laws, rules and regulations an Award may be made conditional upon such specific shareholder approval being obtained.

### **Maximum number of Award Shares to be granted**

Unless amended by the Board, the aggregate number of Award Shares underlying all Awards granted pursuant to the Scheme (excluding any Award Shares in respect of Awards that are cancelled, lapse or forfeited in accordance with the Scheme Rules) shall not exceed the Scheme Limit.

Save as otherwise restricted by the Scheme Limit or the Listing Rules, there is no limit on the total number of Award Shares that may be granted to a Selected Participant under the Scheme.

### **Rights attached to the Award**

Selected Participants shall only have a contingent interest in Award Shares unless and until a Vesting Date occurs in respect of such Award Shares and will cease to have any interest whatsoever in Award Shares in the event entitlement to such Award Shares lapses, is forfeited or cancelled in accordance with the Scheme Rules.

### **Rights attached to the Award Shares**

Award Shares shall be transferred to a Selected Participant subject to the provisions of the Articles and will form a single class with the fully paid Shares in issue on the relevant date.

## **Assignment of Awards**

Awards are personal to the Selected Participant to whom it is made and cannot be assigned or transferred. A Selected Participant shall not in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to any Award, or enter into any agreement to do so, except a Selected Participant being an individual may (i) nominate a wholly owned company of the Selected Participant to accept the grant of any Award provided further that such company must remain a wholly owned company of the Selected Participant for the entire duration of the relevant vesting period of the Award; or (ii) assign or transfer an Award to a wholly owned company of the Selected Participant provided further that such company must remain a wholly owned company of the Selected Participant for the entire duration of the relevant vesting period of the Award, provided that in both scenarios (i) and (ii) above, the Selected Participant shall seek the Company's acknowledgement in writing for such nomination, assignment or transfer (as the case may be) to be effective.

## **Vesting of Awards**

The Board or the Delegate may in respect of each Award and subject to all applicable laws, rules and regulations determine such vesting criteria and conditions or periods for vesting of Awards in its sole and absolute discretion.

If there is an event of change in control of the Company by way of a merger, a privatisation of the Company by way of a scheme or by way of an offer, the Board or the Delegate shall at its sole discretion determine whether the Vesting Dates of any Awards will be accelerated and/or the vesting conditions or criteria of any Awards will be amended or waived.

## **Consolidation, sub-division, bonus issue and other distribution**

In the event the Company undertakes a sub-division or consolidation of the Shares, corresponding changes will be made to the number of Award Shares underlying any outstanding Awards provided that the adjustments shall be made in such manner as the Board determines to be fair and reasonable in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Scheme for the Selected Participants. All fractional shares (if any) arising out of such consolidation or sub-division in respect of the Award Shares of a Selected Participant shall not be transferred to the relevant Selected Participant on the relevant Vesting Date.

In the event of any non-cash distribution or other events not referred to above by reason of which the Board considers an adjustment to any outstanding Awards to be fair and reasonable, an adjustment shall be made to the number of Award Shares underlying such outstanding Awards as the Board shall consider to be fair and reasonable, in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Scheme for the Selected Participants.

## **Retirement, death or permanent physical or mental disablement of Selected Participant**

If a Selected Participant ceases to be an Eligible Person by reason of his or her retirement, any outstanding Award Shares and related income not yet vested shall continue to vest in accordance with the Vesting Dates set out in the Award Letter, unless the Board or its Delegate determines otherwise at their absolute discretion.

If a Selected Participant ceases to be an Eligible Person by reason of (i) the termination of his or her employment or contractual engagement with any member of the Group due to his/her permanent physical or mental disablement; or (ii) the termination of his or her employment or contractual engagement with any member of the Group by reason of redundancy, any outstanding Award Shares and related income not yet vested shall be immediately forfeited, unless the Board or its Delegate determines otherwise at their absolute discretion.

If a Selected Participant ceases to be an Eligible Person by reason of (i) the termination of his or her employment or contractual engagement with the Group without notice or payment in lieu of notice; or (ii) termination of his or her employment or contractual engagement with the Group as a result of he or she having been convicted of a criminal offence involving his or her integrity or honesty, any outstanding Award Shares and related income not yet vested shall be immediately forfeited, unless the Board or its Delegate determines otherwise at their absolute discretion.

If a Selected Participant ceases to be an Eligible Person by reason of his or her death, any outstanding Award Shares and related income not yet vested shall immediately vest in accordance with the Scheme Rules, unless the Board or its Delegate determines otherwise at their absolute discretion.

## **GRANT OF AWARD SHARES UNDER THE SCHEME**

As at the date of this announcement, no Award Shares have been granted or agreed to be granted under the Scheme.

## **LISTING RULES IMPLICATIONS**

The Scheme does not constitute a share option scheme under Chapter 17 of the Listing Rules and is a discretionary scheme of the Company and Shareholders' approval is not required to adopt the Scheme. However, where any grant of Awards is proposed to be made to any person who is a connected person (within the meaning of the Listing Rules) of the Company and is to be satisfied by way of issue of new Shares, the Company shall comply with such provisions of the Listing Rules as may be applicable, including any reporting, announcement and/or shareholders' approval requirements, unless otherwise exempted under the Listing Rules.

## DEFINITIONS

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

<b>“Adoption Date”</b>	27 May 2021, being the date on which the Board adopted the Scheme
<b>“Articles”</b>	the amended and restated articles of association of the Company adopted on 10 May 2018, with effect from the date of listing of, and commencement of dealings in the Shares on the Stock Exchange (i.e., 21 June 2018), as amended from time to time
<b>“Award”</b>	the right to receive Award Shares as set out in and subject to the related Award Letter and the Scheme Rules
<b>“Award Letter”</b>	the letter containing the offer of a grant of Awards
<b>“Award Shares”</b>	the Shares granted to a Selected Participant in an Award
<b>“Board”</b>	the board of Directors
<b>“Company”</b>	VCREDIT Holdings Limited, an exempted company with limited liability registered by way of continuation in the Cayman Islands under the laws of the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange
<b>“Delegate”</b>	any committee of the Board established to administer the Scheme on behalf of the Board or any person(s) deemed appropriate by the Board at its sole discretion and to whom the Board may delegate its authority to administer the Scheme
<b>“Director(s)”</b>	the directors of the Company
<b>“Eligible Person(s)”</b>	any person, being an employee, a Director (including executive Directors, non-executive Directors and independent non-executive Directors), officer, consultant, advisor, distributor, contractor, customer, supplier, agent, business partner, joint venture business partner or service provider of any member of the Group (including nominees and/or trustees of any employee benefit trust established for them) whom the Board or its Delegate considers, in their sole discretion, to have contributed or will contribute to the Group; provided however, no such person who is resident in a place where the grant, acceptance or vesting of an Award pursuant to the Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or its Delegate, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such person, shall be entitled to participate in the Scheme and such person shall therefore be excluded from the term Eligible Person

<b>“Grant Date”</b>	the date of grant of an Award
<b>“Group”</b>	the Company and its subsidiaries from time to time
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
<b>“Scheme”</b>	the VCREDIT No. 2 share award scheme governed by the Scheme Rules and adopted by the Company pursuant to a resolution of the Board on the Adoption Date
<b>“Scheme Limit”</b>	means 49,305,718 Shares (representing 10% of the total number of Shares in issue as of the Adoption Date)
<b>“Scheme Period”</b>	the period of 10 years commencing on the Adoption Date and ending on the 10th anniversary of the Adoption Date
<b>“Scheme Rules”</b>	the rules relating to the Scheme as amended from time to time
<b>“Selected Participant(s)”</b>	any Eligible Person approved for participation in the Scheme and who has been granted any Award pursuant to the Scheme Rules
<b>“Shareholder(s)”</b>	holders of Shares
<b>“Shares”</b>	ordinary shares with a par value of HK\$0.10 each in the share capital of the Company
<b>“Stock Exchange”</b>	The Stock Exchange of Hong Kong Limited
<b>“Vesting Date”</b>	the date on which Award Shares vests under the terms of the Award and the Scheme Rules

By Order of the Board  
**VCREDIT Holdings Limited**  
**Ma Ting Hung**  
*Chairman*

Hong Kong, 27 May 2021

*As at the date of this announcement, the board of directors of the Company comprises Mr. Ma Ting Hung as the chairman and a non-executive director; Mr. Liu Sai Wang Stephen and Mr. Liu Sai Keung Thomas as executive directors, Mr. Yip Ka Kay as a non-executive director; and Mr. Chen Penghui, Mr. Fang Yuan and Mr. Wu Chak Man as independent non-executive directors.*