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## **MS GROUP HOLDINGS LIMITED**

### **萬成集團股份有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1451)**

### **GRANT OF SHARE OPTIONS**

This announcement is made by MS Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.06A of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company announces that on 7 June 2021 (the “**Date of Grant**”), the Company granted 6,000,000 share options (the “**Share Options**”) to the Directors, senior management and certain employees of the Group (collectively, the “**Grantees**”) to subscribe for an aggregate of 6,000,000 shares of HK\$0.10 each in the capital of the Company (the “**Share(s)**”) under the share option scheme adopted by the Company on 15 May 2018, subject to the acceptance of the Grantees. Details of the Share Options granted are as follows:

<b>Date of Grant:</b>	7 June 2021
<b>Number of Share Options:</b>	6,000,000
<b>Exercise price of the Share Options:</b>	HK\$0.68 per Share, representing the highest of (i) the closing price of HK\$0.68 per Share as stated in the daily quotations sheets issued by the Stock Exchange on the Date of Grant; (ii) the average closing price of HK\$0.678 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) HK\$0.10, being the nominal value of a Share
<b>Closing price of the Shares on the Date of Grant:</b>	HK\$0.68 per Share
<b>Validity period of the Share Options:</b>	10 years, from 7 June 2021 to 6 June 2031 (both dates inclusive) (the “ <b>Option Period</b> ”)

**Vesting period of the Share Options:**

- (i) Up to the first 40% of the Share Options shall be vested and exercisable at any time from the date falling on the first anniversary of the Date of Grant till the end of the Option Period
- (ii) Up to a further 30% of the Share Options shall be vested and exercisable at any time from the date falling on the second anniversary of the Date of Grant till the end of the Option Period
- (iii) the remaining 30% of the Share Options shall be vested and exercisable at any time from the date falling on the third anniversary of the Date of Grant till the end of the Option Period

Among the total 6,000,000 Share Options granted, 4,200,000 Share Options were granted to the following Directors and chief executives of the Company:

<b>Name of Grantees</b>	<b>Position</b>	<b>Number of Share Options granted</b>
Mr. Chung Kwok Keung Peter	Executive Director, Chief Executive Officer and a substantial shareholder	200,000
Mr. Chau Ching	Executive Director, Chairman and a substantial shareholder	200,000
Mr. Chung Leonard Shing Chun	Executive Director	800,000
Mr. Chau Wai	Executive Director	800,000
Mr. Yu Hon To David	Independent Non-Executive Director	200,000
Mr. Seto John Gin Chung	Independent Non-Executive Director	200,000
Mr. Asvaintra Bhanusak	Independent Non-Executive Director	200,000
Mr. Cheung Chor Yin	Chief Operating Officer	800,000
Mr. Ko Kam On	Chief Financial Officer	800,000
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		4,200,000
Other employees		<hr/>
		1,800,000
Total		<hr/> <hr/>
		6,000,000

The grant of Share Options to each of the above Directors and chief executives of the Company has been approved by the independent non-executive Directors (save in relation to the grant of Share Options to individual independent non-executive Director, approved by the remaining independent non-executive Directors). Save as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholder of the Company or any of their respective associates (as defined under the Listing Rules).

The Company believes the grant of Share Options to the Grantees can provide incentive or reward to management and staff so as to encourage them to make continuing effort and contribution to the Company. It also enables them to share results of the development of the Company and is in the best interests of the Company as a whole.

By Order of the Board  
**MS Group Holdings Limited**  
**Chau Ching**  
*Chairman*

Hong Kong, 7 June 2021

*As of the date of this announcement, the executive Directors are Mr. Chau Ching, Mr. Chung Kwok Keung Peter, Mr. Chung Leonard Shing Chun and Mr. Chau Wai; and the independent non-executive Directors are Mr. Yu Hon To David, Mr. Seto John Gin Chung and Mr. Asvaintra Bhanusak.*