

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**C CHENG HOLDINGS LIMITED**

**思城控股有限公司**

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

**(Stock Code: 1486)**

**SUPPLEMENTAL ANNOUNCEMENT  
IN RELATION TO THE ANNUAL REPORT  
FOR THE YEAR ENDED 31 DECEMBER 2020**

Reference is made to the annual report for the year ended 31 December 2020 (the “**Annual Report**”) of C Cheng Holdings Limited (the “**Company**”) dated 30 March 2021. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Annual Report.

The Board would like to provide further information about the connected transactions and related party transactions of the Company and the Share Option Scheme.

**CONNECTED TRANSACTIONS**

Reference is made to the section headed “CONNECTED TRANSACTIONS” in the Directors’ Report on page 72 of the Annual Report. The Company would like to supplement the information in the Annual Report pursuant to Rule 14A.71 of the Listing Rules as follows:

Subject to the terms of the Framework Agreement, the Group provided design and BIM services to the BMEDI, with the scope of services including but not limited to architectural design, landscape design, town planning design, interior design and BIM consultancy services during the year. The Board believed that the Framework Agreement would create an integrated development opportunity for the Group by increasing in revenue through collaboration with BMEDI in their secured projects, having a better accessibility to government projects of the PRC through BMEDI network, and having synergy to provide integrated professional services to the clients.

## **RELATED PARTY TRANSACTIONS**

Reference is made to note 35 to the consolidated financial statements of the Company as set out in the Annual Report. The Company would like to confirm that the related party transactions were connected transactions under chapter 14A of the Listing Rules. The Group has complied with the disclosure requirements, where applicable, in accordance with Chapter 14A of the Listing Rules.

## **SHARE OPTION SCHEME**

Further to the information disclosed in the Annual Report, the Board would like to provide to the Shareholders and the potential investors of the Company with the following supplemental information on the Share Option Scheme which is set out in the section headed “SHARE OPTION SCHEME” in the Directors’ Report and note 29 to the consolidated financial statements of the Company as set out in the Annual Report.

Under the Share Option Scheme, the Board may, at its discretion, offer Directors (including executive Directors, non-executive Directors and independent non-executive Directors) and employees of the Group and any suppliers, customers, advisers, consultants, business partners, joint venture business partners, invested entity, service providers of any member of the Group who will contribute or have contribute to the Group, share options to subscribe for such number of new Shares as the Board may determine at an exercise price determined in accordance with the terms of the Share Option Scheme.

Reference is made to note 29 to the consolidated financial statements of the Company as set out in the Annual Report. As at the date of the annual report, the total number of Shares available for issue under the Share Option Scheme shall be 71,070,000 Shares, representing approximately 24.65% of the number of Shares in issue as at that date.

Reference is made to table regarding the movements of the Share Option Scheme as set out on page 70 of the Annual Report. The Consultants as stated in the table were Ms. Peng Jing Lin and Mr. Liu Ying Hao. Further to the particulars and terms of the relevant Share Options granted to the Consultants as disclosed on page 70, it is further disclosed that the Share Options were vested and exercisable from 3 April 2019 to 2 April 2020 (both dates inclusive) and the validity period of the Share Options was three years, from 3 April 2017 to 2 April 2020 (both dates inclusive).

For the rationale for making the grants of Share Options to the Consultants, the Group intended to improve its corporate communication with Shareholders and potential investors, and formulate investor strategies in 2017. To the best knowledge, information and belief of the Directors having made all reasonable enquiries, the Consultants were Independent Third Parties. The Directors considered that the Consultants were able to offer valuable advice to the Company in its communication with its Shareholders and potential investors and its investor strategies. As a result, the Company entered into a consultancy agreement with the Consultants for a term of three years to provide consultancy services related to the investor relations to the Company. In return of the services provided by the Consultants, the Company agreed to grant the Share Options to the Consultants. The Directors were of the view that granting of the Share Options to the Consultants, instead of cash payment of the consultancy fee, would have less impact on the cash flow of the Group and would provide better incentive to the Consultants.

This announcement does not affect any information contained in the Annual Report, and save as disclosed herein above, all other information in the Annual Report remain unchanged.

By order of the Board  
**C CHENG HOLDINGS LIMITED**  
**Liang Ronald**  
*Chairman and Executive Director*

Hong Kong, 8 October 2021

*As at the date of this announcement, the executive Directors are Mr. Liang Ronald, Mr. Liu Gui Sheng, Mr. Fu Chin Shing, Mr. Wang Jun You, Mr. Liu Yong and Mr. Ma Kwai Lam Lambert, and the independent non-executive Directors are Mr. Lo Wai Hung, Mr. Yu Chi Hang and Ms. Su Ling.*