

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.



Strawbear Entertainment Group
稻草熊娱乐集团

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2125)

GRANT OF RSUS UNDER THE RSU SCHEME

References are made to (i) the announcement of the Company dated September 15, 2021 in relation to the adoption of the RSU Scheme, in which a summary of the principal terms of the RSU Scheme was set out; and (ii) the announcement of the Company dated November 4, 2021 in relation to the grant of RSUs under the RSU Scheme.

The Board is pleased to announce that, on April 19, 2022, it has resolved to grant an aggregate of 3,859,000 RSUs, representing 3,859,000 Underlying Shares and approximately 0.56% of the total number of Shares in issue as at the date of this announcement, to six Selected Participants, who are business partners of the Group, at nil consideration pursuant to the RSU Scheme, subject to acceptance by the Grantees. To the best knowledge, information and belief of the Directors after making all reasonable enquiries, as at the date of this announcement, the Grantees are third parties independent of the Company and are not connected persons of the Company. The Shares underlying the RSUs granted to any one of the Grantees did not exceed 1% of the total number of Shares in issue as at the date of this Announcement.

The grant of an aggregate of 3,859,000 RSUs to the Grantees shall be satisfied by the purchase of 3,859,000 existing Shares by the Trustee on the market. The Company will provide sufficient funds through its internal resources to the Trustee to enable the Trustee to satisfy its obligations in connection with the vesting of RSUs granted to the Grantees.

No new Shares will be issued and allotted by the Company upon vesting of the RSUs granted to the Grantees, and accordingly, the grant of RSUs to the Grantees will not result in any dilution effect on the shareholdings of existing Shareholders.

MARKET VALUE

Based on the closing price of HK\$3.76 per Share as quoted on the Stock Exchange as at the date of this announcement, the market value of the Underlying Shares is HK\$14,509,840.

VESTING SCHEDULE

One-third of the 3,859,000 RSUs granted to the Grantees shall vest on May 1, 2023, May 1, 2024, and May 1, 2025, respectively.

The RSUs shall vest in the Grantees in accordance with the above vesting schedule and subject to satisfaction of the vesting conditions (if any) as set out in the respective Grant Letter of each Grantee.

TRUSTEE

To the best knowledge, information and belief of the Directors after making all reasonable enquiries, as at the date of this announcement, the Trustee and its ultimate beneficial owners are third parties independent of the Company and are not connected persons of the Company.

Pursuant to the RSU Scheme, the Trustee will not exercise any voting rights in respect of any Shares underlying the unvested RSUs held under the Trust or any Shares in the Nominee Account held on behalf of the Grantees, and will therefore abstain from voting on any general meeting.

REASONS FOR AND BENEFITS OF THE GRANT OF RSUS

The RSU Scheme forms part of the incentive schemes of the Group. The six Grantees include top directors, screenwriter and suppliers of drama series production services, who are business partners of the Group. The Board considers the grant of the RSUs to the Grantees is to reward such Grantees for their contributions to the Group's business operations and/or to motivate the artists who are scarce resources in the industry and play an important role in the production of drama series of the Group, so as to promote the development of the Group. Further, as such Grantees are business partners of the Group, the plan that the RSUs shall be vested in three tranches will help align the interests of the Grantees with the Company and serve as a continuing motivating factor for them.

DEFINITIONS

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

“Board”	the board of directors of the Company (and in respect of the administration of the RSU Scheme, includes the Committee)
“Committee”	a committee established and delegated with the power and authority by the Board to administer the RSU Scheme
“Company”	Strawbear Entertainment Group (稻草熊娱乐集团), an exempted company with limited liability incorporated under the laws of Cayman Islands on January 3, 2018, the Shares of which are listed on the Main Board of the Stock Exchange
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s) of the Company
“Eligible Participant(s)”	include the (i) employees of the Company; (ii) senior management of subsidiaries of the Company; and (iii) business partners of the Group (including top artists such as directors, screenwriters, etc.) who the Board or its delegate(s) considers, in their sole discretion, have contributed or will contribute to the Group, and who are not Excluded Persons
“Excluded Person”	(i) at the time of the proposed grant of a RSU, any connected person or core connected person of the Company, or (ii) any Eligible Participant who is a resident in a place where the award of the RSUs and/or the vesting and transfer of the Shares underlying the vested RSUs pursuant to the terms of the RSU Scheme is not permitted under the laws and regulations of such place such that in the view of the Board or the Committee, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such Eligible Participant
“Grant Date”	April 19, 2022
“Grant Letter”	the letter pursuant to which RSUs are granted to the Grantees
“Grantees”	six Selected Participants, to whom 3,859,000 RSUs were granted under the RSU Scheme on April 19, 2022
“Group”	Strawbear Entertainment Group, its subsidiaries and consolidated affiliated entities from time to time

“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nominee Account”	an account operated by the Trustee in which the Shares underlying the vested RSUs are held on behalf of individual Selected Participant
“PRC”	the People’s Republic of China, and for the purpose of this announcement, excluding Hong Kong, Taiwan and the Macau Special Administrative Region of the People’s Republic of China
“Restricted Share Unit(s)” or “RSU(s)”	restricted share unit(s) granted or to be granted under the RSU Scheme, each of which represents one Underlying Share, and represent a conditional right granted to any Selected Participant under the RSU Scheme to obtain the corresponding economic value of the Underlying Shares, less any tax, stamp duty and other charges applicable, as determined by the Board in its absolute discretion
“RSU Scheme”	the restricted share unit scheme adopted by the Group on September 15, 2021, as amended from time to time
“Selected Participant(s)”	any Eligible Participant approved by the Board for participation in the RSU Scheme on the relevant Grant Date
“Share(s)”	ordinary share(s) with nominal value of US\$0.000025 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trust”	the trust constituted by the Trust Deed to service the RSU Scheme
“Trust Deed”	a trust deed entered into between the Company and the Trustee on October 28, 2021 (as may be restated, supplemented and amended from time to time)
“Trustee”	the trustee (which is independent of and not connected with the Company) appointed or to be appointed by the Company for the administration of the RSU Scheme, which initially will be Futu Trustee Limited

“Underlying Shares”	3,859,000 Shares underlying the RSUs granted to the Grantees
“US\$”	the lawful currency of the United States
“%”	per cent

By order of the Board
Strawbear Entertainment Group
Liu Xiaofeng
Chairman

Nanjing, PRC, April 19, 2022

As of the date of this announcement, the Board comprises Mr. Liu Xiaofeng, Ms. Zhang Qiuchen, Mr. Chen Chen and Ms. Zhai Fang as executive Directors, Mr. Wang Xiaohui and Ms. Liu Fan as non-executive Directors, and Mr. Zhang Senquan, Mr. Ma Zhongjun and Mr. Chung Chong Sun as independent non-executive Directors.