

*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.*

## **Superland Group Holdings Limited**

**德合集團控股有限公司**

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

**(Stock code: 368)**

### **SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO THE ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2021**

Reference is made to the annual report of Superland Group Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) for the year ended 31 December 2021 published on 28 April 2022 (the “**2021 Annual Report**”). Unless otherwise stated, capitalised terms used herein shall have the same meaning as those defined in the 2021 Annual Report.

In addition to the information provided in the 2021 Annual Report, the Board would like to provide additional information regarding the details of the Share Option Scheme as follows:

#### **Participants**

Persons eligible to participate in the Share Option Scheme include (i) any full-time or part-time employees, executives or officers of the Group; (ii) any Directors or directors of any of the Company’s subsidiaries; (iii) any advisers, consultants, suppliers, customers and agents to the Group; and (iv) such other persons who, in the sole opinion of the Board, will contribute or have contributed to the Group.

#### **Maximum number of Shares**

As at the date of the 2021 Annual Report, the total number of Shares available for issue under the Share Option Scheme was 76,000,000, representing 9.5% of the issued Shares as at such date (as 4,000,000 share options were granted and outstanding under the Share Option Scheme, which represented 0.5% of the issued Shares).

#### **Maximum entitlement of each participant**

The maximum number of Shares issuable under share options to each participant under the Share Option Scheme within any 12-month period up to the date of grant shall not exceed 1% of the issued share capital of the Company as at the date of grant. Any further grant of share options in excess of such limit will be subject to Shareholders’ approval in a general meeting (with such selected participant and his associates abstaining from voting).

Share options granted to a Director, chief executive of the Company or substantial Shareholder, or to any of their associates, are subject to approval in advance by the independent non-executive Directors. In addition, any share options granted to a substantial Shareholder or an independent non-executive Director, or to any of their associates, in excess of 0.1% of the issued share capital of the Company or with an aggregate value (based on the price of the Shares at the date of grant) in excess of HK\$5 million, within any 12-month period up to the date of grant, are subject to Shareholders' approval in advance in a general meeting (with such grantee, his associates and all core connected persons of the Company abstaining from voting).

### **Time of exercise of an option**

An option may be exercised in accordance with the terms of the Share Option Scheme at any time after the date upon which the option is deemed to be granted and accepted and prior to the expiry of ten years from that date. The period during which an option may be exercised will be determined by the Board in its absolute discretion, save that no option may be exercised more than ten years after it has been granted. Subject to any vesting period applicable to share options as determined by the Board, the Share Option Scheme does not provide for a minimum period for which an option must be held before it can be exercised.

The Company granted 4,000,000 share options on 1 April 2021, the vesting periods and details of which have been set out in the section headed "Report of the Directors — Share Options — Share Option Scheme" on pages 84 to 86 of the 2021 Annual Report.

### **Grant of option and acceptance of an offer of options**

An option shall be deemed to have been granted and accepted by the grantee and to have taken effect when the duplicate offer document constituting acceptance of the options duly signed by the grantee, together with a remittance in favour of the Company of HK\$1.00 by way of consideration for the grant thereof, is received by the Company on or before the relevant acceptance date. Such relevant acceptance date shall be determined by the Board and set out in the relevant offer document (in respect of the 4,000,000 share options granted and outstanding under the Share Option Scheme, the acceptance date was within one month from the offer date).

### **Rationale for grant of option to a consultant of the Company**

The Company granted 4,000,000 share options to a consultant of the Company on 1 April 2021. The purpose of granting the share options to such consultant was to motivate him to optimise his performance and efficiency and maintain on-going business relationships with him. Due to his extensive experience in the commercial sector, it is expected that such consultant could introduce potential projects and favourable business opportunities and relations to the Group in accordance with the Group's business development needs, which will be beneficial to the long-term growth of the Group.

The supplemental information in this announcement does not affect other information contained in the 2021 Annual Report. Save as disclosed above, all other information in the 2021 Annual Report remains unchanged.

By Order of the Board  
**Superland Group Holdings Limited**  
**Mr. Ng Chi Chiu**

*Chairman, chief executive officer and executive Director*

Hong Kong, 9 September 2022

*As at the date of this announcement, the executive Directors are Mr. Ng Chi Chiu and Ms. Zhao Haiyan Chloe; the non-executive Director is Mr. Chan Ming Yim; and the independent non-executive Directors are Dr. Ho Chung Tai Raymond, Mr. Yip Chun On and Prof. Chau Kwong Wing.*