

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.



Budweiser Brewing Company APAC Limited

百威亞太控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 1876)

GRANT OF VOLUNTARY SHARES AND RESTRICTED STOCK UNITS AND UPDATE ON GRANT OF RESTRICTED STOCK UNITS

GRANT OF VOLUNTARY SHARES AND RESTRICTED STOCK UNITS

The board of directors (the “**Board**”) of Budweiser Brewing Company APAC Limited (the “**Company**”) announces that, on 6 March 2023, the Company granted a maximum of 4,399,007 locked-up shares in the Company in the form of Voluntary Shares (as described below) to certain eligible employees of the Company (the “**Grantees**”), and a maximum of 5,610,241 restricted stock units of the Company (the “**RSUs**”) to certain Grantees, in each case pursuant to the terms of the Share-Based Compensation Plan (the “**SBC Plan**”) adopted by the Company on 9 September 2019.

The Company refers to (i) the announcement dated 28 March 2022, (ii) the circular dated 29 March 2022 (the “**Circular**”) and (iii) the poll results announcement of the annual general meeting of the Company (the “**AGM**”) dated 6 May 2022 where shareholders of the Company (the “**Shareholders**”) approved, among other things, the grant of mandates to the Directors to issue new Shares in respect of the grant of RSUs and Locked-up Shares (subject to the approved limits) to Non-Connected Participants and Connected Participants during the Applicable Period. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings ascribed to them in the Circular.

The Grantees were given the opportunity to elect, under the SBC Plan, to receive all or part of their annual bonuses in the form of locked-up shares in the Company (“**Voluntary Shares**”) instead of cash. Grantees who opt to receive Voluntary Shares will (i) receive a discount on the value of the shares in the Company (the “**Shares**”), in the form of RSUs and, (ii) as an additional reward, receive “matching” RSUs.

The number of Voluntary Shares granted to each Grantee has been determined by reference to the price of HK\$24.10 per Share, being the closing price of the Shares on the grant date on 6 March 2023. The purchase price for the Voluntary Shares is HK\$24.10 per Share and no purchase price is payable for the grant of the RSUs. For further details of the SBC Plan, please refer to the Company’s prospectus dated 18 September 2019.

The maximum number of 4,399,007 Voluntary Shares and 5,610,241 RSUs offered represented approximately 0.76% of the issued share capital of the Company as at the date of this announcement. Based on the closing price of the Shares on the grant date of HK\$24.10 per Share, the maximum aggregate market value of the Shares underlying the Voluntary Shares and RSUs is approximately HK\$241 million. The final number of Voluntary Shares and RSUs will only be determined after the Company has processed all final elections made by the Grantees and processed certain other deductions to final entitlements. It is expected that the final number of Voluntary Shares and RSUs will be finalised on or around 31 March 2023. A further announcement will be made to confirm the final number of Voluntary Shares and RSUs and the number of new Shares available for future grants pursuant to the Share Award Schemes to Connected Participants and Non-Connected Participants, respectively, before expiry of the Applicable Period.

Details of the Grantees, the corresponding maximum number of Voluntary Shares and RSUs granted and the vesting schedule are set out below:

Grantees	Maximum number of Voluntary Shares and RSUs	Maximum number of new Shares underlying the RSUs and Locked- up Shares which could be granted during the Applicable Period previously approved as the maximum number by Shareholders in the AGM
Connected Participants		
Jan Craps (<i>Executive Director</i>)	236,822 Voluntary Shares and 325,630 RSUs	3,273,109
Certain directors of the Company's subsidiaries ("Other Connected Grantees")	407,262 Voluntary Shares and 690,894 RSUs ¹	N/A
Non-Connected Participants		
Other eligible employees	3,754,923 Voluntary Shares and 4,593,717 RSUs	132,433,970
Lock-up period for the Voluntary Shares/Vesting schedule for the RSUs under the SBC Plan:	Voluntary Shares: The lock-up period expires on the 3 rd anniversary of the grant date RSUs: Vest on the 3 rd anniversary of the grant date	

¹ These Voluntary Shares and RSUs granted to the Other Connected Grantees will be satisfied either by Shares that were allotted and issued to the Trustee on 30 September 2019 and which are held in trust by the Trustee in the Connected Trust as at the date of this announcement or by Shares purchased by the Trustee on-market.

The Company has appointed a trustee (the “**Trustee**”) to assist with the administration and vesting of the Voluntary Shares and the RSUs. The Company will either allocate these existing Shares in the Connected Trust or provide sufficient funds to the Trustee to make on-market purchases of Shares to satisfy the Voluntary Shares and the vesting of the RSUs in relation to its obligations in connection with the administration and vesting of the up to 4,399,007 Voluntary Shares and 5,610,241 RSUs granted to the Other Connected Grantees, but in any case no new Shares will be issued by the Company to satisfy such Voluntary Shares or the vesting of such RSUs. The Other Connected Grantees are considered connected persons of the Company (as defined under the Listing Rules). The grants of the Voluntary Shares and RSUs to the Other Connected Grantees therefore constitute connected transactions of the Company under Chapter 14A of the Listing Rules. As the grants of the Voluntary Shares and RSUs to the Other Connected Grantees form part of the remuneration package under their respective service agreements with the Company, such grants are exempted from the reporting, announcement and independent shareholders’ approval requirements pursuant to Rule 14A.73(6) and Rule 14A.95 of the Listing Rules.

The Voluntary Shares and the vesting of the RSUs granted to the Executive Director and the remaining Grantees (other than the Executive Director and the Other Connected Grantees) will be satisfied by the issuance of new Shares under the Connected Share Award Annual Mandate and the Non-Connected Share Award Annual Mandate, respectively.

Save as disclosed above, none of the Grantees is a Director, chief executive or substantial shareholder of the Company, an associate (as defined in the Listing Rules) of any of them or is otherwise a connected person (as defined in the Listing Rules) as at the date of the grant.

There are no performance targets attached to the grant of Voluntary Shares and RSUs above. The Voluntary Shares and RSUs granted are not subject to a clawback mechanism. The Remuneration Committee considers that:

- (i) attaching performance targets to the Voluntary Shares and RSUs are not necessary, because the Voluntary Shares and RSUs are granted to the Grantees based on their election to receive their annual bonus in Shares instead of cash. The annual bonuses were themselves subject to certain performance targets which have been satisfied by the Grantees already; and
- (ii) a clawback mechanism is not necessary as the SBC Plan already ensures accountability of Grantees through a malus adjustment provision, whereby all unvested equity grants of a Grantee automatically lapse and become null and void upon finding by the Company’s global Ethics and Compliance Committee that such Grantee has committed a violation of law or the Company’s Code of Business Conduct. The Voluntary Shares and RSUs are typically subject to a vesting period of between three and five years, during which they remain subject to the malus adjustment provisions. In the event of serious misconduct by a Grantee after the Voluntary Shares and RSUs granted to him or her have vested, the Company may ensure accountability by adjusting other components of such Grantee’s remuneration package.

These grants of Voluntary Shares and RSUs align with the purpose of the SBC Plan, which is to attract skilled and experienced personnel, to incentivise them to remain with the Group and to motivate them to strive for the future development and expansion of the Group by providing them with the opportunity to acquire equity interests in the Company. These grants are made in lieu of the cash bonuses that would have otherwise been paid by the Company to the Grantees and they are more effective in aligning Grantees' interests with the Company than cash bonuses (which lose their incentivising effect as soon as they are paid).

There are no arrangements for the Company or any of its subsidiaries to provide financial assistance to the Grantees to facilitate the purchase of Shares under the SBC Plan.

UPDATE ON GRANT OF RESTRICTED STOCK UNITS

We refer to the announcement of the Company dated 14 December 2022 (the “**Announcement**”) in relation to the grant of RSUs to the Grantees under the New RSU Plan. Unless otherwise defined, capitalised terms used herein shall have the same meanings as used in the Announcement. The Company wishes to confirm that, after processing all final elections made by the Grantees and certain other deductions to final entitlements, among the 10,589,552 RSUs granted to other eligible employees, 1,727,507 RSUs will vest on the 5th anniversary of the date of grant instead of on the 3rd anniversary of the date of grant.

Save for the above, all other information regarding the grant of RSUs remains the same as disclosed in the Announcement.

By Order of the Board
Budweiser Brewing Company APAC Limited
Bryan Warner
Joint Company Secretary

Hong Kong, 7 March 2023

As at the date of this announcement, the Board of Directors of the Company comprises Mr. Jan Craps as Co-Chair and Executive Director, Mr. Michel Doukeris (Mr. John Blood and Mr. David Almeida as his alternates) as Co-Chair and Non-executive Director, Ms. Katherine Barrett and Mr. Nelson Jamel (Mr. John Blood and Mr. David Almeida as their alternates) as Non-executive Directors, and Mr. Martin Cubbon, Ms. Marjorie Mun Tak Yang and Ms. Katherine King-suen Tsang as Independent Non-executive Directors.