

*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.*

**ACTIVATION GROUP**  
**艾德韦宣**  
**Activation Group Holdings Limited**  
**艾德韋宣集團控股有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 9919)**

- (1) PROPOSED ADOPTION OF 2023 SHARE OPTION SCHEME AND  
TERMINATION OF EXISTING SHARE OPTION SCHEME;  
(2) PROPOSED AMENDMENTS TO SHARE AWARD PLAN;  
AND  
(3) GRANT OF SHARE AWARDS**

**PROPOSED ADOPTION OF THE 2023 SHARE OPTION SCHEME AND TERMINATION  
OF THE EXISTING SHARE OPTION SCHEME**

The Board has resolved to propose the adoption of the 2023 Share Option Scheme and the termination of the Existing Share Option Scheme for the purpose of, among other things, reflecting the latest changes and requirements under Chapter 17 of the Listing Rules. According to the terms of the Existing Share Option Scheme, the Company may by an ordinary resolution in general meeting terminate the operation of the Existing Share Option Scheme. Since the date of adoption and up to the date of this announcement, no share option was granted, exercised, outstanding, cancelled or lapsed under the Existing Share Option Scheme. The 2023 Share Option Scheme will constitute a Share Scheme. Pursuant to Rule 17.02(1)(a), the adoption of the 2023 Share Option Scheme will be subject to, among others, approval of the Shareholders in general meeting.

**PROPOSED AMENDMENTS TO SHARE AWARD PLAN**

Reference is made to the announcement of the Company dated 30 March 2020 in relation to, among other things, the adoption of the Share Award Plan. The Board has resolved to proposed the adoption of the Proposed Amendments to the Share Award Plan for the purpose of, among other things, reflecting the latest changes and requirements under Chapter 17 of the Listing Rules. The Proposed Amendments to the Share Award Plan will be subject to, among others, approval of the Shareholders in general meeting.

## **GRANT OF SHARE AWARDS**

On 8 March 2023, the Board has resolved to grant an aggregate of 11,070,000 Awarded Shares to three Selected Participants under the Share Award Plan, including (i) a total of 5,481,856 Awarded Shares to two executive Directors; and (ii) 5,588,155 Awarded Shares to an employee of the Company.

The Awarded Shares will be satisfied by Shares purchased in the open market and held on trust for the benefit of the Grantees by the Trustee. The Trustee shall transfer the Awarded Shares to the Grantees in accordance with the Share Award Plan and the terms of the award letters. No new Shares will be issued and allotted by the Company to satisfy the grant of the Awarded Shares.

## **GENERAL**

The 2023 AGM will be convened for the purposes of considering and, if thought fit, the approval of, inter alia, (i) the Proposed Amendments to the Share Award Plan; (ii) proposed adoption of the 2023 Share Option Scheme; (iii) the termination of the Existing Share Option Scheme; and (iv) the proposed adoption of the Scheme Mandate Limit. A circular containing, inter alia, further details of the aforesaid matters, together with a notice of the 2023 AGM, will be despatched to the Shareholders in accordance with the requirements of the Listing Rules in due course.

## **PROPOSED ADOPTION OF THE 2023 SHARE OPTION SCHEME AND TERMINATION OF THE EXISTING SHARE OPTION SCHEME**

The Board has also resolved to propose the adoption of the 2023 Share Option Scheme and the termination of the Existing Share Option Scheme for the purpose of, among other things, reflecting the latest changes and requirements under Chapter 17 of the Listing Rules.

### **The Existing Share Option Scheme**

The Existing Share Option was adopted by the Company on 19 December 2019 with a term of 10 years from the date of adoption. According to the terms of the Existing Share Option Scheme, the Company may at any time by an ordinary resolution in general meeting terminate the operation of the Existing Share Option Scheme. Since the date of adoption and up to the date of this announcement, no share option was granted, exercised, outstanding, cancelled or lapsed under the Existing Share Option Scheme.

### **The 2023 Share Option Scheme**

A summary of the principal terms of the 2023 Share Option Scheme is set out below.

- Purpose** : The purposes of the 2023 Share Option Scheme are (i) to enable the Company to grant Options to the Eligible Participants as incentives or rewards for their contribution to the growth and development of the Group; (ii) to attract and retain personnel to promote the sustainable development of the Group; and (iii) to align the interest of the grantees with those of the Shareholders to promote the long-term financial and business performance of the Company.
- Duration** : The 2023 Share Option Scheme shall be valid and effective from the Adoption Date until the earlier of (i) the Termination Date; and (ii) such date of early termination as determined by resolution in a general meeting of the Company, after which period no further Options may be granted, but the provisions of the 2023 Share Option Scheme shall remain in force to the extent necessary to give effect to the exercise of any Options granted prior to such termination or otherwise as may be required in accordance with the provisions of the 2023 Share Option Scheme
- Eligible Participants** : Eligible Participants under the 2023 Share Option Scheme shall include any (i) Employee Participant; (ii) non-executive director of any member of the Group; and (iii) Related Entity Participant.
- Maximum number of Shares available for subscription** : The total number of Shares which may be allotted and issued in respect of all Options and Awards to be granted under any Share Scheme(s) must not exceed the Share Scheme Limit
- Maximum entitlement of each Eligible Participant** : Where any offer of Options to a grantee would result in the Shares issued and to be issued in respect of all Options and Awards granted to such person under any Share Scheme(s) of the Company to exceed the Individual Limit, such offer must be separately approved by the Shareholders in a general meeting with such grantee and his/her close associates (or associates if the grantee is a connected person) abstaining from voting

**Grant of Options to connected persons** : Any grant of Options to any Director, chief executive or substantial Shareholder, or any of their respective associates must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the proposed grantee of an Option).

Where any grant of Option(s) to an independent non-executive Director or a substantial Shareholder, or any of their respective associates, would result in the Shares issued and to be issued in respect of all options and awards granted to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the relevant class of Shares in issue, such further grant of Options must be approved by Shareholders in general meeting.

Further details of the 2023 Share Option Scheme will be set out in the circular to be despatched to the Shareholders. The 2023 Share Option Scheme will constitute a Share Scheme under Chapter 17 of the Listing Rules. Pursuant to Rule 17.02(1)(a), the adoption of the 2023 Share Option Scheme will be subject to, among others, approval of the Shareholders in general meeting.

## **PROPOSED AMENDMENTS TO SHARE AWARD PLAN**

Reference is made to the announcement of the Company dated 30 March 2020 in relation to, among other things, the adoption of the Share Award Plan.

The Board has proposed to seek approval from the Shareholders for certain amendments (the “**Proposed Amendments**”) to be made to the Share Award Plan for the purpose of, among other things, reflecting the latest changes and requirements under the Listing Rules in respect of Share Schemes.

The major Proposed Amendments include, without limitation, the following:

- (i) amendment of the definition of eligible participants under the Share Award Plan;
- (ii) inclusion of the Scheme Mandate Limit on the number of Shares which may be issued pursuant to awards granted under the Share Award Plan and other Share Schemes of the Company;
- (iii) inclusion of the requirement to seek approval from independent Shareholders for refreshment of the Scheme Mandate Limit within three (3) years from the date of the Shareholders’ approval for such limit or for its last refreshment (as the case may be);
- (iv) inclusion of the requirement to seek approval from the independent Shareholders in general meetings of the Company for any offer of award(s) under the Share Award Plan which is in excess of the Individual Limit;

- (v) inclusion of a minimum vesting period of twelve (12) months, subject to a shorter vesting period at the discretion of the Board (or the remuneration committee of the Board) under certain specified circumstances;
- (vi) inclusion of the requirement to seek approval from Shareholders for any alteration of the Share Award Plan which are (a) of a material nature; (b) relating the matters governed by Rule 17.03 of the Listing Rules to the advantage of the Eligible Participants; or (c) relating to the authority of the Board or relevant administrator of the Share Award Plan; and
- (vii) other house-keeping or consequential amendments for the incorporation of the Proposed Amendments in the Share Award Plan.

Further details of the Proposed Amendments will be set out in a circular to be despatched to the Shareholders in due course. The Share Award Plan constitutes a Share Scheme under Chapter 17 of the Listing Rules. The Proposed Amendments to the Share Award Plan will be subject to, among others, approval of the Shareholders in general meeting.

## **GRANT OF SHARE AWARDS**

On 8 March 2023, the Board has resolved to grant an aggregate of 11,070,000 Awarded Shares to three Selected Participants (the “**Grantees**”) under the Share Award Plan, including (i) a total of 5,481,845 Awarded Shares to two executive Directors; and (ii) 5,588,155 Awarded Shares to an employee of the Company, in accordance with the rules of the Share Award Plan and the terms of the award letters, and subject to acceptance by the respective Grantees.

### **Grant of Awarded Shares to Executive Directors**

Out of the 11,070,000 Awarded Shares, 5,481,845 Awarded Shares are granted to two executive Directors, the details of which are set out below:

<b>Name of executive Director</b>	<b>Number of Awarded Shares</b>	<b>Approximate percentage of the total number of issued Shares as at the date of this announcement (%)</b>
Mr. Lau	1,270,844	0.17
Mr. Chan	4,211,001	0.57

The grant of the Awarded Shares to each of Mr. Lau and Mr. Chan has been approved by the Remuneration Committee of the Company and the Board (including the independent non-executive Directors), except that the relevant Director(s) to whom the grant was related had abstained from approving the grant to himself.

### **Details of the Grant of Awarded Shares**

<b>Date of grant:</b>	8 March 2023
<b>Number of Awarded Shares</b>	11,070,000 Shares in aggregate, representing approximately 1.49% of the total issued Shares as at the date of this announcement
<b>Purchase price:</b>	Nil
<b>Market price of the Awarded Shares on the date of the grant:</b>	Based on the closing price of HK\$1.15 per Shares as quoted on the Stock Exchange as at the date of grant, the market value of the Awarded Shares is HK\$12,730,500.
<b>Vesting period:</b>	Twelve months from the date of grant
<b>Performance targets:</b>	There is no performance target attached to the Awards granted to the Grantees. As the grant of the Awarded Shares to the Grantees is intended to recognize the past contribution of the Grantees to the Group's business performance, the Remuneration Committee is of the view that the grant aligns with the purpose of the Share Award Plan.
<b>Clawback mechanism:</b>	<p>Where the following events arises prior to the vesting date, any Award granted shall automatically lapse forthwith and all the Awarded Shares shall not vest on the relevant vesting date but shall be returned to the Trustee:</p> <ul style="list-style-type: none"><li>(i) the Grantee ceases to be an employee of the Group other than for reasons of death or retirement; or</li><li>(ii) an order for the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company (otherwise than for the purposes of, and followed by, an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and liabilities of the Company pass to a successor company).</li></ul>

Neither the Grantee nor the Trustee may exercise any voting rights in respect of any Awarded Shares that have not yet vested.

## **Number of Shares available for future grant**

The Awarded Shares will be satisfied by Shares purchased in the open market and held on trust for the benefit of the Grantees by the Trustee. The Trustee shall transfer the Awarded Shares to the Grantees in accordance with the Share Award Plan and the terms of the award letters. No new Shares will be issued and allotted by the Company to satisfy the grant of the Awarded Shares.

Assuming there is no other change in the number of issue Shares after the date of this announcement and immediately before the approval of the Scheme Mandate Limit by the Shareholders, the number of Shares available for future grant under the Share Mandate Limit will be 74,474,200 Shares, representing 10% of the total issued Shares as at the Adoption Date.

## **GENERAL**

The 2023 AGM will be convened for the purposes of considering and, if thought fit, the approval of, inter alias, (i) the Proposed Amendments to the Share Award Plan; (ii) proposed adoption of the 2023 Share Option Scheme; (iii) the termination of the Existing Share Option Scheme; and (iv) the proposed adoption of the Scheme Mandate Limit. A circular containing, inter alias, further details of the aforesaid matters, together with a notice of the 2023 AGM, will be despatched to the Shareholders in accordance with the requirements of the Listing Rules in due course.

## **DEFINITIONS**

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

“2023 AGM”	the annual general meeting of the Company to be held and convened for the purpose of considering and, if thought fit, approving, inter alias, (i) the Proposed Amendments to the Share Award Plan; (ii) proposed adoption of the 2023 Share Option Scheme; (iii) the termination of the Existing Share Option Scheme; and (iv) the proposed adoption of the Scheme Mandate Limit
“2023 Share Option Scheme”	the share option scheme proposed to be approved and adopted by the Shareholders at the 2023 AGM, the principal terms of which are set out in this announcement
“Adoption Date”	the date on which the 2023 Share Option Scheme and/or the Proposed Amendments (as the case may be) is approved and adopted by ordinary resolutions to be passed by the Shareholders at the 2023 AGM

“Award”	an award of Share(s) pursuant to the Share Award Plan (as amended by the Proposed Amendments), on such terms and conditions as the Board or the Remuneration Committee may from time to time determine
“Awarded Shares”	the Shares granted to a grantee under the Share Award Plan
“Board”	the board of Directors
“Company”	Activation Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 9919)
“Director(s)”	the director(s) of the company
“Eligible Participant”	any person who is eligible to receive an Award or an Option under the Share Award Plan (as amended by the Proposed Amendments) or the 2023 Share Option Scheme (as the case may be), including (i) an Employee Participant; (ii) a non-executive director of any member of the Group; and (iii) a Related Entity Participant
“Employee Participant”	any employee (whether full time or part time, including any executive director, but excluding any non-executive director) of the Company or any of its subsidiaries (and including persons who are granted Options or Awards under the Share Scheme(s) as an inducement to enter into employment contracts with these companies)
“Existing Share Option Scheme”	the existing share option scheme adopted by the Company on 19 December 2019
“HK\$”	Hong Kong dollar, the lawful currency of Hong Kong
“Hong Kong”	The Hong Kong Special Administrative Region of the People’s Republic of China
“Individual Limit”	the limit on the total number of Shares which may be allotted and issued in respect of all options and awards to be granted under all Share Scheme(s) of the company to any Grantee in the 12-month period up to and including the date of the relevant offer, which must not exceed 1% of Shares in issue
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange



“Mr. Chan”	Mr. Chan Wai Bun (陳偉彬), an executive Director and the general manager of Activation Events
“Mr. Lau”	Mr. Lau Kam Yiu (劉錦耀), an executive Director, the joint-chairman of the Board, the chief executive officer of the Group and a Controlling Shareholder
“Option”	an option granted under the 2023 Share Option Scheme, which permits (but does not obligate) such grantee to subscribe for Shares, on such terms and conditions as the Board or the remuneration committee of the Board may from time to time determine
“Related Entity Participant”	any director or employee of the holding companies, fellow subsidiaries or associated companies of the Company
“Remuneration Committee”	the remuneration committee of the Board
“Selected Participants”	means any Eligible Participant who has been granted any Award
“Scheme Mandate Limit”	the limit on the total number of Shares which may be allotted and issued in respect of all options and awards to be granted under all share scheme(s) of the Company, which must not exceed 10% of the issued Shares as at the date of approval of such limit by the Shareholders at a general meeting
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Share Award Plan”	the share award plan adopted by the Company on 30 March 2020
“Share Scheme(s)”	having the meaning ascribed to it under Chapter 17 of the Listing Rules
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Termination Date”	the termination date of the 2023 Share Option Scheme, being the close of business of the Company on the date which falls ten (10) years after the Adoption Date

“Trustee” the trustee appointed by the Company for the purpose of the trust constituted to service the Share Award Plan

% Per cent

By order of the Board  
**Activation Group Holdings Limited**  
**Lau Kam Yiu and Ng Bo Sing**  
*Joint-Chairmen*

Hong Kong, 8 March 2023

*As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Lau Kam Yiu, Mr. Ng Bo Sing, Mr. Chan Wai Bun and Ms. Low Wei Mun and three independent non-executive Directors, namely, Ms. Cheung Siu Wan, Mr. Yu Longjun and Dr. Cheung Wah Keung.*