

*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.*



**SOLOMON  
SYSTECH**

## **SOLOMON SYSTECH (INTERNATIONAL) LIMITED**

**晶門半導體有限公司**

*(Incorporated in the Cayman Islands with limited liability)  
(Stock Code: 2878)*

### **GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rule 17.06A of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Director(s)**”) of Solomon Systech (International) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) announces that, after the market close on 25 May 2023, the Company offered to grant share options (the “**Options**”) to certain Directors (subject to their respective acceptance) to subscribe for a total of 5,400,000 ordinary shares of HK\$0.10 each (“**Share(s)**”) in the capital of the Company, under the Company’s share option scheme adopted pursuant to a resolution of the Company’s shareholders passed on 28 May 2013 (the “**2013 Share Option Scheme**”).

Details of the Options granted are set out below:

Date of grant	:	25 May 2023 (the “ <b>Date of Grant</b> ”)
Number of Options granted	:	5,400,000 Options, each entitling the holder to subscribe for 1 Share in the capital of the Company
Exercise price of the Options granted	:	HK\$0.463, which is the highest of:
(i) Closing price of the Shares on the Date of Grant	:	HK\$0.455
(ii) The average closing price as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant	:	HK\$0.463

Vesting condition : Immediately vested  
Exercisable period : from 25 May 2023 to 25 May 2025

The validity period of the Options shall be from the Date of Grant until the expiry of the exercisable period.

### Information on the Grantees

Details of the grantees (the “Grantees”) and the respective number of the Options granted to them are set out below:

Name of Grantees	Position(s) held with the Company	Number of Options granted
Mr. Wang Wah Chi, Raymond	Executive Director and chief executive officer	3,000,000
Mr. Leung Heung Ying	Independent non-executive Director	800,000
Mr. Sheu Wei Fu	Independent non-executive Director	800,000
Dr. Chan Philip Ching Ho	Independent non-executive Director	800,000

The grant of Options to the above Grantees has been approved by the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules (with each of the independent non-executive Directors having abstained from voting on the relevant resolution relating to the grant of Options to himself).

The Board is mindful of the recommended best practice E.1.9 of the corporate governance code set out in Appendix 14 to the Listing Rules which recommends that issuers should generally not grant equity-based remuneration with performance-related elements to independent non-executive directors. Since the Options granted are not performance-based, the Board is of the view that the grant of Options to the independent non-executive Directors does not fall within the circumstances as described under E.1.9 and would not affect the independence and impartiality of the independent non-executive Directors. In addition, under the respective service agreements entered into by the independent non-executive Directors with the Company, each of the independent non-executive Directors is an eligible participant in the 2013 Share Option Scheme, and therefore the Board considers that it is appropriate to grant the Options to the independent non-executive Directors which is in line with the past practice of the Company and believes the inclusion of independent non-executive Directors as Grantees will allow the Company to keep its remuneration package competitive in order to attract and retain talent.

Such grant of Options would not result in the Shares issued and to be issued in respect of all options and awards granted to any of the Grantees above in the 12-month period up to and including the date of such grant in aggregate to be over 0.1% of the Shares in issue. Such grant of Options is not subject to approval by the shareholders of the Company in general meeting.

## **Performance target and clawback mechanism**

There is no performance target nor clawback mechanism attached to the Options.

Regarding the grant of Options to Mr. Wang Wah Chi, Raymond, the executive Director and the chief executive officer, the remuneration committee of the Board (the “**Remuneration Committee**”) is of the view that performance targets are not necessary since the value of the Options is subject to the future market price of the Shares, which, in turn, depends on the business performance of the Group, to which he would directly contribute, which could ensure that he would be motivated to contribute to the Company’s development. Regarding the grant of Options to the independent non-executive Directors, the Remuneration Committee considers that the non-performance based Options granted to each of the independent non-executive Directors are in line with the past practice of the Company and the remuneration package offered under their respective service agreements, which stipulated that, subject to the decision of the Board to grant any options, each of the independent non-executive Directors shall be an eligible participant in the 2013 Share Option Scheme.

In addition, the Remuneration Committee is of the view that a clawback mechanism is not necessary considering the lapse and cancellation of share options under various scenarios has already been provided for under the 2013 Share Option Scheme, which could adequately safeguard the Company’s interests.

## **Financial Assistance**

The Group has not provided any financial assistance to the Grantees to facilitate the purchase of Shares under the 2013 Share Option Scheme.

## **Number of Shares Available for Future Grants**

As at the date of this announcement, the number of Options available for future grants under the 2013 Share Option Scheme is 86,930,235.

By Order of the Board  
**SOLOMON SYSTECH INTERNATIONAL) LIMITED**  
**Yu Chon Man**  
*Company Secretary*

Hong Kong, 25 May 2023

*As at the date of this announcement, the Board comprises: (a) Executive Director – Mr. Wang Wah Chi, Raymond (Chief Executive Officer); (b) Non-executive Directors – Mr. Ma Yuchuan (Chairman), Mr. Wang Hui and Dr. Kang Jian; and (c) Independent Non-executive Directors – Mr. Leung Heung Ying, Mr. Sheu Wei Fu and Dr. Chan Philip Ching Ho.*