

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.



DINGDANG HEALTH TECHNOLOGY GROUP LTD.

叮噹健康科技集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 09886)

VOLUNTARY ANNOUNCEMENT PROPOSED ADOPTION OF RSU SCHEME

The Board wishes to announce that it has resolved on June 27, 2023 to approve the proposed adoption of the RSU Scheme.

The RSU Scheme will purchase the existing Shares through the Trustee on the secondary market with the self-owned funds of the Company. The RSU Scheme was contemplated and adopted to be funded solely by the existing Shares.

The maximum number of Shares to be awarded under the RSU Scheme will be 2.0% of the total issued Shares of the Company as at the Adoption Date.

The RSU Scheme constitutes a share scheme under Chapter 17 of the Listing Rules and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. However, it does not constitute a scheme involving the issue of new shares as referred to in Chapter 17 of the Listing Rules. Therefore, the adoption of such scheme will not be subject to Shareholders' approval.

INTRODUCTION

The Board wishes to announce that it has resolved on June 27, 2023 to approve the adoption of the RSU Scheme.

THE RSU SCHEME

The RSU Scheme will purchase the existing Shares through the Trustee on the secondary market with the self-owned fund of the Company. The RSU Scheme was contemplated and adopted to be funded solely by the existing Shares.

The maximum number of Shares to be awarded under the RSU Scheme will be 2.0% of the total issued Shares of the Company as at the Adoption Date.

The RSU Scheme constitutes a share scheme under Chapter 17 of the Listing Rules and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. However, it does not constitute a scheme involving the issue of new shares as referred to in Chapter 17 of the Listing Rules. Therefore, the adoption of such scheme will not be subject to Shareholders' approval.

A summary of the principal terms of the RSU Scheme is set out below. The Designated Person intends to instruct the Trustee to purchase a certain number of existing Shares on the secondary market as and when appropriate as the Shares for the RSU Scheme.

Purposes

The purpose of the RSU Scheme is to recognise and acknowledge the contributions which the Eligible Participants have made or may make to the Group and to reward the Eligible Participants who have achieved outstanding performance.

The RSU Scheme will provide the Eligible Participants with an opportunity to acquire proprietary interests in the Company, with the view to achieving the following principal objectives: (i) motivating the Eligible Participants to optimise their performance and efficiency for the benefit of the Group, and in particular, for fulfilling the strategic targets of the Group; and (ii) attracting and retaining the Eligible Participants whose contributions are, or, will or are expected to be, beneficial to the Group and the long-term growth and development of the Group.

Eligible Participants

Eligible Participants under the RSU Scheme include employees of the Group, any senior management or Director of the Group and any person as determined by the Administrator to be eligible to participate in the RSU Scheme.

Duration and Termination

Unless terminated earlier by the Administrator pursuant to the rules of the RSU Scheme, the RSU Scheme shall be valid and effective for a period of ten (10) years commencing on the date on which the RSU Scheme is adopted by the Company (the "**Scheme Period**").

Upon termination, (i) all the Trust Shares and all such non-cash income remaining in the trust fund of the Trust shall be sold by the Trustee; and (ii) Residual Cash, net proceeds of sale and such other funds remaining in the Trust (after making appropriate deductions in respect of all disposal costs, liabilities and expenses in accordance with the Trust Deed) shall be remitted to the Company forthwith after the sale. For the avoidance of doubt, the Trustee may not transfer or procure Trust Holdco to transfer any Shares to the Company nor may the Company otherwise hold any Shares whatsoever (other than its interest in the proceeds of sale of such Shares).

Operation

Contribution to the Trust

The Designated Person shall, after having regard to the requirements under the provisions of the RSU Scheme, the Listing Rules and all applicable laws, either before or after identification of the Grantee(s), cause to be paid to the Trustee or Trust Holdco such amount as may be required for the purchase of existing Shares from the market or for the acquisition of existing Shares through other means by the Trustee or Trust Holdco and the related purchase or acquisition expenses (including for the time being, the brokerage fee, stamp duty, transaction levy, trading fee and investor compensation levy and such other necessary expenses required for the completion of the purchase or acquisition of all the RSU Shares, as applicable).

Grant of Awards

Subject to and in accordance with the rules of the RSU Scheme, the Listing Rules and all applicable laws, the Administrator shall be entitled at any time on any business day during the Scheme Period, to grant an Award to any Eligible Participant, as the Administrator may in its absolute discretion select. Until so selected, no Eligible Participant shall have any entitlement under the RSU Scheme. In addition, the Administrator may, on a case-by-case basis and at its discretion, impose any conditions, restrictions or limitations before the Award can vest as it sees fit, provided that such conditions, restrictions or limitations are set out in the Grant Letter issued to the Grantee. A grant of an Award shall be made to an Eligible Participant by way of a letter (the “**Grant Letter**”) in such written form as the Administrator may from time to time determine. Subject to the provisions of the RSU Scheme, the Designated Person may from time to time instruct the Trustee to purchase Shares on the Stock Exchange.

In determining the number of RSU Shares to be granted to any Eligible Participant (excluding any Excluded Participant), the Administrator shall take into consideration matters including, but without limitation to (i) the present contribution and expected contribution of the relevant Eligible Participant to the profits of the Group; (ii) the general financial condition of the Group; (iii) the Group’s overall business objectives and future development plan; and (iv) any other matters which the Administrator considers relevant.

Where any Award is proposed to be granted to a Director, it shall not be granted unless prior approval of the independent non-executive Directors (excluding any independent non-executive Director who is a proposed Grantee) has been obtained. The Company shall comply with the applicable provisions of Chapter 14A of the Listing Rules and such connected persons and their associates shall abstain from voting on the relevant general meeting in approving such grant of RSU.

Vesting of RSU

Subject to the terms and conditions of the RSU Scheme and the fulfillment of all vesting conditions to the vesting of the RSU Shares on such Eligible Participant as specified in the RSU Scheme and the relevant Grant Letter, the respective RSU Shares held by the Trustee on behalf of the Eligible Participant shall vest in such Eligible Participant in accordance with the applicable vesting schedule, and the Trustee shall cause the RSU Shares or the cash amount referable to the relevant RSU Shares to be transferred to such Eligible Participant in accordance with the terms of the RSU Scheme.

Scheme limit

The Administrator shall not make any further Award which will result in the number of Shares awarded by the Administrator under the RSU Scheme exceeding 2.0% of the total issued Shares of the Company as at the Adoption Date, and the number of Shares awarded to each Grantee under the RSU Scheme shall not exceed the percentage cap as determined by the Administrator of the issued share capital of the Company as at the Adoption Date in accordance with the Listing Rules and all applicable laws.

Black-out Period

The Administrator or the Designated Person shall not grant any Award, make any payment to the Trustee or issue any Shares to the Trustee or Trust Holdco or give instructions to the Trustee to purchase or acquire or subscribe for or sell Shares, and the Trustee shall not purchase or acquire or subscribe for or sell or transfer Shares or procure Trust Holdco to purchase or acquire or subscribe for or sell or transfer Shares where dealings in Shares by the Directors are prohibited under the Model Code for Securities Transactions by Directors of Listed Issuers prescribed by the Listing Rules (the “**Model Code**”) or any code or requirement of the Listing Rules and all applicable laws from time to time, including (without limitation):

- (i) at any time when a Director possesses unpublished inside information in relation to the securities of the Company;
- (ii) on any day on which the financial results of the Company are published and during the period of:
 - (a) sixty (60) days immediately preceding the publication date of the annual results of the Company or, if shorter, the period from the end of the relevant financial year up to the publication date of the results; and
 - (b) thirty (30) days immediately preceding the publication date of the quarter results (if any) and half-yearly results of the Company or, if shorter, the period from the end of the relevant quarterly or half-yearly period up to the publication date of the results; and
- (iii) in any circumstance which is prohibited under the Listing Rules, the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) or any applicable laws or where any requisite approval from any governmental or regulatory authority has not been granted.

Lapse of Awards

In the event that prior to or on the Vesting Date, a Grantee ceases to be an Eligible Participant for reasons set out in the provisions of the RSU Scheme or for any other reason as determined by the Administrator, the Award shall, unless the Administrator otherwise agrees, lapse forthwith and the relevant RSUs shall not vest on the relevant Vesting Date, but the relevant RSU Shares shall become Returned Shares for the purpose of the RSU Scheme.

In the event that prior to or on the Vesting Date: (i) a Grantee is found to be an Excluded Participant; or (ii) a Grantee fails to return duly executed transfer documents prescribed by the Trustee for the relevant RSU Shares within the stipulated period, the relevant part of the Award made to such Grantee shall, unless the Administrator otherwise agrees, lapse forthwith and the relevant RSUs shall not vest on the relevant Vesting Date, but the relevant RSU Shares shall become Returned Shares for the purpose of the Scheme.

Rights attaching to the RSUs and RSU Shares

A Grantee shall not have any interest or rights (including the right to receive dividends) other than a contingent interest in the RSUs and RSU Shares prior to the Vesting Date. A Grantee shall also have no rights in the Residual Cash, the related income or any of the Returned Shares unless otherwise determined by the Administrator.

Voting rights

The Trustee or Trust Holdco holding unvested Shares or RSUs, whether directly or indirectly, shall abstain from voting on matters that require Shareholders' approval under the Listing Rules, unless otherwise required by law to vote in accordance with the direction of the Grantees and such a direction is given.

Alteration of the RSU Scheme

Subject to compliance with all applicable code and applicable laws (including but not limited to the Model Code and the Listing Rules), the RSU Scheme may be altered in any respect by a resolution of the Administrator.

DEFINITIONS

“Administrator”	the remuneration committee of the Board with the power and authority granted by the Board
“Adoption Date”	June 27, 2023, being the date on which the RSU Scheme was adopted by the Board
“associate(s)”	shall bear the meaning as defined in the Listing Rules
“Award(s)”	an award of RSUs granted by the Administrator to a Grantee in accordance with the RSU Scheme
“Board”	the board of Directors
“Company”	DINGDANG HEALTH TECHNOLOGY GROUP LTD., a limited liability company incorporated in the Cayman Islands, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 09886)
“connected person(s)”	shall bear the meaning as defined in the Listing Rules
“Controlling Shareholders”	has the meaning ascribed to it under the Listing Rules and refers to each of Mr. Yang Wenlong, Mr. Yang Yibin, Mr. Yang Xiao, Excel Returns Group Limited, Go Prosper Enterprises Corporation, Much Premium Investment Limited, Delight Health Limited, Future Health Limited, Delight Faith Limited and Go Far Limited
“Designated Person”	an employee of the Company designated by the Administrator, who shall not be one of the Controlling Shareholders, or any person who act accustomed to instructions from the Controlling Shareholders
“Director(s)”	director(s) of the Company
“Eligible Participant(s)”	in the context of the RSU Scheme, means employees of the Group, any senior management or Director of the Group, and any person as determined by the Administrator to be eligible to participate in the RSU Scheme

“Excluded Participant”	any Eligible Participant who is resident in a place where the Award and/or the vesting and transfer of the RSU Shares or cash amount which is equivalent to the market value of the RSU Shares pursuant to the rules of the RSU Scheme is not permitted under the applicable laws or where in the view of the Administrator or the Trustee (as the case may be), compliance with the applicable laws makes it necessary or expedient to exclude such Eligible Participant
“Grantee(s)”	Eligible Participant(s) selected by the Administrator pursuant to the RSU Scheme for the grant of an Award
“Group”	the Company and its subsidiaries
“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, as amended from time to time
“Residual Cash”	being cash remaining in the relevant bank account of the Trustee or the trust fund (including interest income derived from deposits maintained with licensed banks in Hong Kong) which has not been applied in the acquisition of Trust Shares or RSU Shares
“Returned Shares”	such RSU Shares or related income which are not vested and/or are forfeited in accordance with the rules of the RSU Scheme, or such Shares being deemed to be Returned Shares in accordance with the rules of the RSU Scheme and the Trust Deed
“RSU(s)”	a restricted share unit conferring the Grantee a conditional right upon vesting of the restricted share unit to obtain either Shares or an equivalent value in cash with reference to the market value of the Shares on or about the date of vesting, as determined by the Administrator in its absolute discretion, less any tax, fees, levies, stamp duty and other charges applicable
“RSU Scheme”	the restricted share unit scheme proposed to be adopted by the Company, the principal terms of which are set out in this announcement
“RSU Shares”	such number of Shares that are conferred on the Grantee pursuant to the Award

“Share(s)”	ordinary share(s) of US\$0.0001 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
“Trust Deed”	a trust deed to be entered into between the Company and the Trustee (as restated, supplemented and amended from time to time) in respect of the appointment of the Trustee for the administration of the RSU Scheme
“Trust Holdco”	Dingdang HT RSU Holding Limited, a company incorporated in the British Virgin Islands for purpose of holding the Trust, and is wholly owned by the Trustee
“Trust Shares”	such Shares that are held, directly or indirectly, by the Trustee upon Trust, from time to time for the purpose of the RSU Scheme
“Trustee”	CMB Wing Lung (Trustee) Limited, the trustee corporation to be appointed by the Company for the administration of the RSU Scheme
“Vesting Date”	in respect of a Grantee, the date on which his entitlement to the relevant Award is vested in such Grantee in accordance with the RSU Scheme

By order of the Board
DINGDANG HEALTH TECHNOLOGY GROUP LTD.
YANG WENLONG
Chairman

Hong Kong, June 27, 2023

As of the date of this announcement, the executive Directors are Mr. YANG Wenlong, Mr. XU Ning, Mr. YU Lei and Mr. YU Qinglong, the non-executive Directors are Ms. CAI Li and Ms. LIAN Suping, and the independent non-executive Directors are Mr. ZHANG Shouchuan, Mr. FAN Zhenhong and Mr. JIANG Shan.