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CASABLANCA®
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Casablanca Group Limited
卡撒天嬌集團有限公司

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 2223)

GRANT OF SHARE OPTIONS

This announcement is made by Casablanca Group Limited (the “**Company**”) pursuant to Rules 17.06A, 17.06B and 17.06C of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company announces that on 6 July 2023 (the “**Date of Grant**”), the Company granted to certain eligible participants (the “**Grantees**”), subject to acceptance by the Grantees, share options (the “**Option(s)**”) to subscribe for a total of 6,200,000 ordinary shares with a par value of HK\$0.10 each in the share capital of the Company (the “**Share(s)**”) under the share option scheme adopted by the Company on 6 June 2022 (the “**Share Option Scheme**”).

Details of the Options granted are as follows:

Date of Grant	:	6 July 2023
Number of Shares in respect of which Options were granted	:	6,200,000 Shares, each Option shall entitle the holder of the Option to subscribe for one Share
Exercise price of Options granted	:	HK\$0.370 per Share, being the highest of (i) the closing price of HK\$0.370 per Share as stated in the daily quotations sheet of the Stock Exchange on the Date of Grant; (ii) the average closing price of HK\$0.370 per Share as stated in the daily quotations sheets of the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of a Share, which is HK\$0.10

- Closing price of the Shares on the Date of Grant : HK\$0.370 per Share
- Validity period of Options : five years from the Date of Grant to 5 July 2028 (both dates inclusive)
- Vesting period of Options : The Options shall be vested to the Grantees in two tranches:
- (a) 50% of the Options granted shall be vested on 6 July 2024; and
 - (b) 50% of the Options granted shall be vested on 6 July 2025.
- Exercise period of Options : The Options vested are exercisable for the period commencing from the date of vesting of the Options to 5 July 2028 (both dates inclusive).
- Performance target : There is no performance target attached to the Options granted.

The remuneration committee of the Company is of the view that performance target is not necessary as the grant of Options (i) aligns the interests of the Grantees with those of the Company and the shareholders of the Company; (ii) motivates the Grantees to commit themselves to the continued competitiveness, operating results and future development and expansion of the Company and its subsidiaries (the “**Group**”); and (iii) reinforces their commitment to the long-term services within the Group, which is therefore consistent with the purpose of the Share Option Scheme (i.e. to provide incentive or reward to eligible participants for their contributions to future development and expansion of, and continuing efforts to promote the interests of, the Group), after taking into account the following factors:

- (a) the Options shall be vested in tranches over a period of two years and subject to the clawback mechanism and the value of the Options is linked to the future Share price which is in turn linked to the operational and financial performance of the Company;
- (b) the Grantees are either Executive Directors or other employees of the Group having direct contributions to and are responsible for the operation, growth and corporate governance of the Group and being in charge of the management of the Group; and
- (c) the number of the Options granted to each Grantee has been determined based on the ability and historical contributions and performance, the role within the Group and the future potential contributions to the Group of the relevant Grantee.

- Clawback mechanism : All outstanding Options held by a Grantee shall lapse and not be exercisable subject to the terms as set out in the Share Option Scheme including, but not limited to, that the Grantee ceases to be an eligible participant of the Group by reason of the termination of his employment for misconduct, that he has become insolvent or has been convicted of any criminal offence involving his integrity or honesty.
- Financial assistance : There is no arrangement for the Group to provide any financial assistance to the Grantees to facilitate their purchase of Shares under the Share Option Scheme.
- Number of Shares available for future grant : After the grant of Options as disclosed in this announcement, the number of Shares available for future grant(s) under the scheme mandate limit of the Share Option Scheme is 19,585,400 Shares.

The Options were granted to Directors and employees of the Group, details of which are as follows:

Name of Grantee	Capacity	Number of Options granted
Mr. Cheng Sze Kin	Executive Director and substantial shareholder of the Company	1,400,000
Mr. Cheng Sze Tsan	Executive Director, Chief Executive Officer and substantial shareholder of the Company	1,400,000
Ms. Wong Pik Hung	Executive Director and substantial shareholder of the Company	1,400,000
Ms. Cheng Shuk Hei (<i>Note</i>)	Employee	100,000
Others	Employees	<u>1,900,000</u>
Total		<u><u>6,200,000</u></u>

Note: Ms. Cheng Shuk Hei is a sister of Mr. Cheng Sze Kin and Mr. Cheng Sze Tsan, who are Directors, and therefore an associate (as defined under the Listing Rules) of Mr. Cheng Sze Kin and Mr. Cheng Sze Tsan.

Pursuant to Rule 17.04(1) of the Listing Rules, the grant of Options to each of above Directors, chief executive or substantial shareholders of the Company, or any of their respective associates has been approved by the Independent Non-executive Directors.

Saved as disclosed in this announcement, none of the Grantees is (i) a Director, chief executive or substantial shareholder of the Company, or their respective associate (as defined under the Listing Rules); (ii) a participant with options and awards granted and to be granted exceeding the 1% individual limit having the meaning in Rule 17.03D(1) of the Listing Rules; or (iii) a related entity participant (as defined under the Listing Rules) or service provider (as defined under the Listing Rules) of the Company, as at the date of this announcement.

The Share Option Scheme were adopted before the effective date of the new Chapter 17 of the Listing Rules. The Company will comply with the new Chapter 17 to the extent required by the transitional arrangements for the existing share schemes.

By Order of the Board
Casablanca Group Limited
Cheng Sze Kin
Chairman

Hong Kong, 6 July 2023

As at the date of this announcement, the Board comprises Mr. Cheng Sze Kin (Chairman), Mr. Cheng Sze Tsan (Vice-chairman) and Ms. Wong Pik Hung as Executive Directors and Mr. Lo Siu Leung, Dr. Cheung Wah Keung and Mr. Chow On Wa as Independent Non-executive Directors.