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POP MART

POP MART INTERNATIONAL GROUP LIMITED

泡泡瑪特國際集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 9992)

**GRANT OF AWARDS PURSUANT TO THE POST-IPO
SHARE AWARD SCHEME**

This announcement is made by the Company pursuant to Rules 17.06A, 17.06B and 17.06C of the Listing Rules. The Board announces that on July 7, 2023, the Company granted 68,709 Awards, representing the same number of underlying Shares, to 3 Grantees in accordance with the terms of the Post-IPO Share Award Scheme, subject to acceptance.

Details of Grant of Awards

Date of Grant:	July 7, 2023
Number of Awards granted:	A total of 68,709 Awards were granted to employees of the Group, representing the same number of underlying Shares.
Purchase Price of the Awards Granted:	Nil
Closing price of the Shares on the Grant Date:	HK\$17.38 per Share

- Vesting period of the Awards: (1) 59,232 Awards shall vest as follows:
- 50% shall vest on the second anniversary of the Grant Date;
 - 25% shall vest on the third anniversary of the Grant Date; and
 - 25% shall vest on the fourth anniversary of the Grant Date.
- (2) 9,477 Awards shall vest as follows on:
- 50% shall vest on May 16, 2025;
 - 25% shall vest on May 16, 2026; and
 - 25% shall vest on May 16, 2027.

Performance Targets: With respect to each Grantee, upon each vesting date, the portion of Award that vests shall depend on the Grantee meeting a specified threshold in their performance evaluations prior to such vesting date.

Clawback Mechanisms: If a selected participant, (i) being an employee participant or a related entity participant whose employment is terminated by the Group or a related entity by reason of the employer terminating the contract of employment without notice or payment in lieu of notice; (ii) is convicted of any criminal offence involving his or her integrity or honesty or any wrongdoing involving the Group's financial statements; or (iii) breaches any covenant in respective of award letter, any outstanding award Shares and related income not yet vested shall be automatically lapsed, unless the Board or the scheme administrator determines otherwise at their absolute discretion, and the Company shall have the right to recourse to the selected participant (x) to claw back all proceeds generated from the sale of relevant vested award Shares, (y) by seizing or forfeiting all vested award Shares.

Reasons for the Grant of Awards

The grant of Awards is to reward the Grantees' past performance and contributions to the Group, align the interests of the Grantees with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or increase in value of Shares, and to encourage and retain the Grantees to make contributions to the long-term growth and profits of the Group.

Listing Rules Implications

All Awards granted mentioned-above will be funded by existing Shares held by the Trustee, and no new Shares will be allotted or issued for the vesting of these Awards. As at the date of this announcement, after the grant of such Awards, 136,690,306 and 13,675,901 underlying Shares are available for future grant under the scheme mandate limit and the service provider sublimit, respectively, of the Share Award Scheme as approved at the annual general meeting of the Company held on May 17, 2023.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiry, none of the Grantees is (i) a Director, nor a chief executive, or a substantial shareholder of the Company, or an associate of any of them; (ii) a participant with options and awards granted and to be granted exceeding the 1% individual limit under Rule 17.03D of the Listing Rules; or (iii) a related entity participant or service provider with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the total issued Shares. None of the grant will be subject to approval by the Shareholders.

Definition

In this announcement, the following expressions have the meanings set out below unless the context otherwise requires:

“Awards”	An award granted by the Board to a selected participant pursuant to the Post-IPO Share Award Scheme;
“associate(s)”	shall have the meaning ascribed to it under the Listing Rules;
“Board”	the board of Directors;
“Company”	Pop Mart International Group Limited (泡泡瑪特國際集團有限公司), an exempted company incorporated in the Cayman Islands on May 9, 2019 with limited liability, with its Shares initially listed on the Main Board of the Stock Exchange on December 11, 2020 (stock code: 9992);
“Director(s)”	the director(s) of the Company;
“Grant Date”	July 7, 2023;

“Grantee(s)”	each or all of 3 employees of the Group, who were granted Awards in accordance with the Post-IPO Share Award Scheme on the Grant Date;
“Group”	the Company, its subsidiaries and consolidated affiliated entities;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Post-IPO Share Award Scheme”	the post-IPO share award scheme adopted by the Company on July 24, 2020 and amended on May 17, 2023;
“Shareholder(s)”	holder(s) of Shares;
“Share(s)”	ordinary share(s) in the share capital of the Company, currently of nominal value US\$0.0001 each;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“substantial shareholder”	has the meaning ascribed to it by the Listing Rules; and
“Trustee”	Trident Trust Company (HK) Limited, which was appointed as the trustee of the Post-IPO Share Award Scheme on July 24, 2020.

By order of the Board
POP MART INTERNATIONAL GROUP LIMITED
Wang Ning
Executive Director, Chairman of the Board and Chief Executive Officer

Hong Kong, July 7, 2023

As at the date of this announcement, the executive Directors are Mr. Wang Ning, Ms. Yang Tao, Ms. Liu Ran and Mr. Si De, the non-executive Directors are Mr. Tu Zheng and Mr. He Yu, and the independent non-executive Directors are Mr. Zhang Jianjun, Mr. Wu Liansheng and Mr. Ngan King Leung Gary.