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ROYAL DELUXE HOLDINGS LIMITED

御佳控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3789)

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

The Board is pleased to announce that on 18 July 2023 (after trading hours), the Board has resolved to propose the termination of the Existing Share Option Scheme, the adoption of the 2023 Share Option Scheme, and the adoption of the 2023 Share Award Scheme for the approval by the Shareholders at the AGM to be convened by the Company.

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

The Existing Share Option Scheme was adopted by the Company on 17 January 2017 and is valid and effective for a period of 10 years from the date of adoption. 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, and in such event, no further options can be granted under the Existing Share Option Scheme.

The provisions of the Existing Share Option Scheme shall remain in full force and effect to the extent necessary to give effect to the exercise of any options granted prior to its termination or otherwise as may be required in accordance with the provisions of the Existing Share Option Scheme. Options granted prior to such termination shall continue to be valid and exercisable in accordance with the rules of the Existing Share Option Scheme. As at the date of this announcement, there are no options outstanding under the Existing Share Option Scheme.

The Stock Exchange published the Consultation Conclusions in July 2022, with certain amendments to Chapter 17 of the Listing Rules relating to share schemes (including share option schemes and share award schemes). Such amendments took effect on 1 January 2023. In light of the above, the Board proposes to terminate the Existing Share Option Scheme and adopt the 2023 Share Option Scheme to replace the Existing Share Option Scheme.

For the purpose of Chapter 17 of the Listing Rules, the 2023 Share Option Scheme will constitute a share scheme involving the grant of options over new Shares by the Company. Accordingly, the adoption of the 2023 Share Option Scheme will be subject to, among others, the Shareholders' approval at the AGM.

The adoption of the 2023 Share Option Scheme will take effect on the date of its adoption at the AGM and is conditional upon: (i) the passing of the resolutions by the Shareholders to terminate the Existing Share Option Scheme; (ii) the passing of the resolutions by the Shareholders to approve and adopt the 2023 Share Option Scheme and to authorise the Board to grant Options under the 2023 Share Option Scheme and to allot and issue Share pursuant to the exercise of any Option; and (iii) the Listing Committee granting approval to the listing of, and permission to deal in, any Shares which may be allotted and issued pursuant to the exercise of any Option to be granted under the 2023 Share Option Scheme.

PROPOSED ADOPTION OF THE 2023 SHARE AWARD SCHEME

For the purposes of Chapter 17 of the Listing Rules, the 2023 Share Award Scheme will constitute a share scheme involving the grant of new Shares by the Company. Accordingly, the adoption of the 2023 Share Award Scheme will be subject to, among others, the Shareholders' approval at the AGM.

The adoption of the 2023 Share Option Scheme will take effect on the date of its adoption at the AGM and is conditional upon: (i) the passing of the resolutions by the Shareholders to approve and adopt the 2023 Share Award Scheme and to authorise the Board to grant Award Shares under the 2023 Share Award Scheme and to allot and issue Award Shares in respect of any Awards to be granted pursuant to the 2023 Share Award Scheme; and (ii) the Listing Committee granting approval to the listing of, and permission to deal in, any Shares which may be allotted and issued in respect of all Award Shares to be granted under the 2023 Share Award Scheme.

AGM

The AGM will be convened for the Shareholders to consider and, if though fit, pass the ordinary resolutions to approve the adoption of the 2023 Share Option Scheme and 2023 Share Award Scheme and the termination of the Existing Share Option Scheme. A circular of the Company containing, among others, (i) details relating to the termination of the Existing Share Option Scheme and the adoption of the 2023 Share Option Scheme; (ii) the adoption of the 2023 Share Award Scheme; (iii) the principal terms of the 2023 Share Option Scheme; (iv) the principal terms of the 2023 Share Award Scheme; and (v) a notice of convening the AGM, is expected to be despatched to the Shareholders in accordance with the requirements of the Listing Rules in due course.

As at the date of this announcement, the adoption of the 2023 Share Option Scheme and the 2023 Share Award Scheme are subject to the approval of the Shareholders. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

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

“2023 Share Award Scheme”	the Company’s share award scheme proposed to be approved and adopted by the Shareholders at the AGM
“2023 Share Option Scheme”	the Company’s share option scheme proposed to be approved and adopted by the Shareholders at the AGM
“AGM”	the annual general meeting of the Company to be convened and held for the purpose of considering and if thought fit, approving, among other things, the termination of the Existing Share Option Scheme, the adoption of the 2023 Share Option Scheme and 2023 Share Award Scheme
“Award(s)”	any award granted to a selected participant under the 2023 Share Award Scheme, which will upon vesting entitle such selected participant to receive new or existing Shares
“Award Shares”	any Shares granted pursuant to an Award

“Board”	the board of Directors
“Company”	Royal Deluxe Holdings Limited 御佳控股有限公司， a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“Consultation Conclusions”	consultation conclusions on the proposed amendments to Listing Rules relating to share schemes of listed issuers and housekeeping rule amendment published by the Stock Exchange in July 2022
“Director(s)”	the director(s) of the Company
“Existing Share Option Scheme”	the share option scheme adopted by the Company on 17 January 2017
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Option(s)”	option(s) granted to a grantee pursuant to the 2023 Share Option Scheme, which right permits (but does not obligate) such grantee to subscribe for Shares
“Share(s)”	the ordinary share(s) of the Company
“Shareholders”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

By order of the Board
Royal Deluxe Holdings Limited
Wang Kei Ming
Chairman and Executive Director

Hong Kong, 18 July 2023

As at the date of this announcement, the Board comprises Mr. Wang Kei Ming and Mr. Wang Yu Hin as executive Directors; and Mr. Kwong Ping Man, Mr. Lai Ah Ming Leon and Mr. Sio Kam Seng as independent non-executive Directors.