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## **華富建業國際金融有限公司**

**QUAM PLUS INTERNATIONAL FINANCIAL LIMITED**

*(Formerly known as China Tonghai International Financial Limited)*

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 952)**

### **GRANT OF SHARE OPTIONS**

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

Reference is made to the circular of Quam Plus International Financial Limited (formerly known as China Tonghai International Financial Limited) (the “**Company**” and together with its subsidiaries, the “**Group**”) dated 4 September 2020 and the poll result announcement of the Company dated 22 September 2020 in relation to the share option scheme of the Company adopted on 23 September 2020 (“**Share Option Scheme**”).

### **GRANT OF SHARE OPTIONS**

The board of directors (the “**Board**”) of the Company announces that on 21 July 2023, the Company has granted an aggregate of 152,500,000 share options (the “**Share Options**”) to eligible participants (the “**Grantees**”), subject to acceptance of the Grantees, under the Share Option Scheme. Details of the Share Options granted are set out below:

Date of grant	: 21 July 2023
Number and description of Grantees	: 20 persons being directors of the Company (the “ <b>Directors</b> ”), directors of certain subsidiaries of the Company and the employees of the Group.

- Number of Share Options granted : 152,500,000 Share Options, each Share Option shall entitle the Grantee to subscribe for one share of the Company (the “Share”).
- Subscription price of Share Options Granted : HK\$0.2 per Share, which represents no less than the higher of (i) the closing price of HK\$0.178 per Share as stated in the daily quotations sheet of the Stock Exchange on 21 July 2023, being the date of grant; and (ii) the average closing price of HK\$0.19 per Share as stated in the daily quotations sheet of the Stock Exchange for the five business days immediately preceding the date of grant.
- Closing price of the Share on the date of grant : HK\$0.178 per Share
- Consideration of Share Options Granted : HK\$10.00 to be paid by each Grantees upon the acceptance of the Share Options.
- Exercise period of Share Options : The Share Options which have vested may be exercised for a period commencing from the date of the grant of the Share Options and expiring on the date falling 10 years from the date of grant of the Share Options.
- Vesting period of Share Options : The Share Options shall be vested and become exercisable in three tranches as set out in the table below:

<b>Tranche</b>	<b>Vesting Date</b>	<b>Percentage of Share Options shall be vested</b>
First	The first trading day after 12 months from the Date of Grant	25%
Second	The first trading day after 24 months from the Date of Grant	35%
Third	The first trading day after 36 months from the Date of Grant	40%

Performance target : The vesting of 30% of each tranche of the Share Options to the Grantees (except the independent non-executive directors of the Company (the “**Independent Non-executive Directors**”) as described above is subject to satisfaction of performance targets to be determined by the Board. The performance targets were determined with reference to, including but not limited to, the revenue contribution to the Group as a whole and of the applicable business by the Grantee, the length of the service to the Group of the Grantee and other key performance indicators as determined by the Board and may vary among the Grantees.

There is no performance target attached to the vesting of the remaining 70% of each tranche of the Share Options to the Grantees (except the Independent Non-executive Directors).

There is no performance target attached to the Share Options granted to Independent Non-executive Directors.

The purpose of the Share Option Scheme is to motivate and retain the Grantees by allowing them to share the results achieved by the Group as a result of their efforts and contributions. The Board considered: (a) each Grantee’s experiences in the Group’s business, length of service to the Group and contribution and dedication to the promotion of the Group’s business; (b) the Grantees are directors of the Company or subsidiaries, or employees of the Group who will directly contribute to the overall business performance, sustainable development and good corporate governance of the Group; (c) the Share Options will be vested in tranches over a period of three years from the date of grant; and (d) the grant of Share Options to Independent Non-executive Directors without performance targets will on the one hand reinforce their commitment to serve the Company and on the other hand, to maintain their objectivity and independence.

The Remuneration Committee of the Company considers that the grant of Share Options will align the interests of the Grantees with those of the Company and the shareholders of the Company (the “Shareholders”), motivate the Grantees to commit themselves to the Company’s continued competitiveness, operating results and growth in the future and reinforce their commitment to the long-term service of the Company, and is therefore consistent with the objectives of the Share Option Scheme.

- Clawback mechanism : The Share Options granted are not subject to the claw-back mechanism. A clawback mechanism is not necessary considering the lapse and cancellation of share options under various scenarios have already been provided for under the Share Option Scheme, which could adequately safeguard the Company’s interests. For details of the circumstances in which the Share Options may lapse or be cancelled, please refer to paragraph 8 and 15 of the Share Option Scheme.
- Financial assistance : There is no arrangement for the Company or any of its subsidiaries to provide any financial assistance to the Grantees to facilitate the purchases of the Shares under the Share Option Scheme.

Among the Share Options granted above, a total of 66,000,000 Shares Options were granted to the Directors with details as follows:

<b>Name of Director</b>	<b>Position</b>	<b>Maximum number of Shares to be issued upon exercise of the Share Options granted</b>
Mr. HAN Xiaosheng (“Mr. HAN”)	Executive Director	12,500,000
Mr. Kenneth LAM Kin Hing (“Mr. LAM”)	Executive Director	25,000,000
Mr. LIU Hongwei	Executive Director	12,500,000
Mr. LAM Wai Hon	Executive Director	3,000,000
Mr. FANG Zhou	Non-executive Director	3,000,000

<b>Name of Director</b>	<b>Position</b>	<b>Maximum number of Shares to be issued upon exercise of the Share Options granted</b>
Mr. Roy LO Wa Kei	Independent Non-executive Director	5,000,000
Mr. LIU Jipeng	Independent Non-executive Director	5,000,000

Mr. HAN (through his controlled corporation, Quam Tonghai Holdings Limited) and Mr. LAM (through his controlled corporation, Quam Tonghai Holdings Limited and his beneficially interests) are the substantial Shareholders. The total number of Shares to be issued upon exercise of the above Share Options proposed to be granted to each Mr. HAN and Mr. LAM exceeds 0.1% of the Shares in a 12-month period, the grant of the Share Options to each Mr. HAN and Mr. LAM will therefore be conditional upon and subject to the approval of the Shareholders pursuant to Rule 17.04(3) of the Listing Rules and the terms of the Share Option Scheme.

The granting of the Share Options to the Directors has been approved by Independent Non-executive Directors pursuant to Rule 17.04(1) of the Listing Rules and the grant of the Share Options to the Grantees was approved by the Board, save that each Director (including the Independent Non-executive Directors) has abstained from voting on the relevant resolutions relating to the grant of Share Options to himself.

The remaining 86,500,000 Share Options were granted to 13 persons who are directors of certain subsidiaries of the Company and the employees of the Group.

Save as disclosed above, none of the other Grantees is a Director, chief executive or substantial Shareholder, nor an associate (as defined in the Listing Rules) of any of them.

After the grant of Share Options as described above, the number of Shares available for future grant under the Share Option Scheme is 467,204,922 Shares.

## **LISTING RULES IMPLICATIONS**

Pursuant to Rule 17.04(1) of the Listing Rules and the terms of Share Option Scheme, each grant of Share Options to a Director, chief executive or substantial Shareholder of the Company, or any of their respective associates, must be approved by independent non-executive Directors. Accordingly, the grant of Share Options was approved by the Independent Non-executive Directors.

Pursuant to Rule 17.04(3) of the Listing Rules and the terms of the Share Option Scheme, if the grant of Share Options to a substantial Shareholder or any of its associates would result in the total number of Shares in issue and to be issued under all Share Options granted (excluding any Share Options under the terms of the Share Option Scheme and awards under the terms of its scheme which has lapsed) in the 12-month period up to the date of grant of Share Options to such person exceeding in aggregate 0.1% of the Shares of the relevant class in issue (the “**0.1% Limit**”), then such proposed grant of Share Options shall be approved by the Shareholders in a general meeting in the manner described in Rule 17.04(4). The grantee, its associates and all core connected persons of the Company must abstain from voting in favour at such general meeting.

As the total number of Shares to be issued upon exercise of the above Share Options proposed to be granted to each Mr. HAN and Mr. LAM exceeds 0.1% Limit in a 12-month period, the grant of the above Share Options to each Mr. HAN and Mr. LAM will therefore be conditional upon and subject to the approval of the Shareholders at a special general meeting to be convened where Mr. HAN and Mr. LAM together with their associates and all core connected persons of the Company shall abstain from voting in the relevant resolution at the special general meeting.

A circular containing, among other things, further information of the grant of the Share Options to Mr. HAN and Mr. LAM together with the notice of the special general meeting will be despatched to the Shareholders in due course.

On behalf of the Board  
**Quam Plus International Financial Limited**  
**HAN Xiaosheng**  
*Co-Chairman*

Hong Kong, 21 July 2023

As at the date of this announcement, the Board of the Company comprises:

***Executive Directors:***

Mr. HAN Xiaosheng (*Co-Chairman*)  
Mr. Kenneth LAM Kin Hing (*Co-Chairman*)  
Mr. LIU Hongwei  
Mr. LAM Wai Hon

***Independent Non-executive Directors:***

Mr. Roy LO Wa Kei  
Mr. LIU Jipeng

***Non-executive Director:***

Mr. FANG Zhou