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## 中達集團控股有限公司

CENTRAL WEALTH GROUP HOLDINGS LIMITED

*(Incorporated in Bermuda with limited liability)*

(Stock Code: 139)

### GRANT OF SHARE OPTIONS

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

The board (the “**Board**”) of directors (the “**Director(s)**”) of Central Wealth Group Holdings Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) announces that the Company granted an aggregate of 1,518,130,000 share options (the “**Options**”) to the grantees (the “**Grantees**”), who are directors and/or employees of the Group, on 13 September 2023 (the “**Date of Grant**”), to subscribe, in aggregate, for up to 1,518,130,000 ordinary shares (each a “**Share**”) of HK\$0.01 each in the share capital of the Company under the share option scheme (the “**Share Option Scheme**”) adopted by the Company on 8 June 2023 subject to the acceptance of the Grantees.

Details of the Options granted are set out below:

Date of Grant : 13 September 2023

Exercise price of Options granted : HK\$0.027 per Share (which is the highest of: (i) the closing price of HK\$0.027 per Share as stated in the Stock Exchange’s daily quotations sheet on the Date of Grant; and (ii) the average closing price of HK\$0.0234 per Share as stated in the Stock Exchange’s daily quotations sheets for the five (5) business days immediately preceding the Date of the Grant)

Number of Options granted : 1,518,130,000 Options (each Share Option entitling the holder thereof to subscribe for one (1) Share)

- Closing price of the Shares : HK\$0.027 per Share  
as quoted on the website  
of the Stock Exchange  
on the Date of Grant
- Exercise period of the : From the Date of Grant to 12 September 2025 (both days  
Options inclusive)
- Vesting period of the : The Options shall be vested on the Date of Grant.
- Financial Assistance : No financial assistance shall be provided by the Group to the  
Grantees to facilitate the purchase/subscription of Shares under  
the Share Option Scheme.
- Performance Target : There is no performance target attached to the Options.

The purpose of the Share Option Scheme is to, among others, allow the Company to grant share options to the eligible participants as rewards or incentives for their contributions to the Group; and motivate the participants to optimise their performance and efficiency for the benefit of the Group.

Having considered that (1) the Options to be granted will give the Grantees an opportunity to have a personal stake in the Company; and (2) the value of the Options shall be subject to the market performance of the Shares, which in turn depends on the performance of the Group, to which the Grantees would directly contribute, the Remuneration Committee considers that notwithstanding the absence of performance target, the grant of the Options aligns with the purpose of the Share Option Scheme.

Clawback mechanism : The Options granted are not subject to any clawback mechanism but shall lapse (to the extent not already exercised) on the date when the Grantee(s) ceases to be an eligible participant under the Share Option Scheme.

The Board and the Remuneration Committee considers that a specific clawback mechanism is not necessary, having considered that the lapse of the Options upon the Grantee(s) cease to be an eligible participant under the Share Option Scheme, which is in line with the purpose of the Share Option Scheme and in the interests of the Company.

Among the 1,518,130,000 Options granted, all such Options are granted to the Directors and employees of the Group as detailed as follows:

<b>Name of Grantee</b>	<b>Capacity</b>	<b>Number of Share Options granted</b>
<b>Directors</b>		
Mr. Chen Xiaodong (“ <b>Mr. Chen</b> ”)	Executive Director	167,570,000
Mr. Yu Qingrui (“ <b>Mr. Yu</b> ”)	Executive Director	167,570,000
<b>Employee Participants</b>		
Employees of the Group		<u>1,182,990,000</u>
	<b>Total</b>	<u><u>1,518,130,000</u></u>

Save as disclosed above, to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, (1) none of the other Grantees (other than Mr. Chen and Mr. Yu) is a Director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined under the Listing Rules); (2) none of the Grantees is a participant with share options granted and to be granted exceeding the 1% individual limit under the Listing Rules; and (3) none of the Grantees is a related entity participant or a service provider (as defined under the Listing Rules) of the Company. As at the date of this announcement, the grant of the Options will not result in the share options granted and to be granted to each Grantee in the 12-month period up to and including the Date of Grant exceeding 1% of the Shares in issue.

Under Rule 17.04(1) of the Listing Rules and the provisions of the Share Option Scheme, each grant of Options to a Director, chief executive or substantial shareholder of the Company, or any of their respective associates, must be approved by the independent non-executive Directors. The grant of Options to Mr. Chen and Mr. Yu has been approved by all the independent non-executive Directors of the Company respectively. Each of Mr. Chen and Mr. Yu has abstained from voting on the resolution approving the grant of Options in which they are the Grantees.

After the grant of the Options, the number of Shares available for future grants under the scheme mandate limit is 157,595,046 Shares, and the number of Shares available for future grants under the service provider sublimit is also 157,595,046 Shares.

By order of the Board  
**Central Wealth Group Holdings Limited**  
**Chen Xiaodong**  
*Chairman*

Hong Kong, 13 September 2023

As at the date of this announcement, the Board comprises the following Directors:

*Executive Directors*

Mr. Chen Xiaodong (*Chairman*)  
Mr. Li Jing (*Chief Executive Officer*)  
Mr. Yu Qingrui  
Ms. Song Caini  
Mr. Chen Hongjin

*Independent non-executive Directors*

Mr. Kwok Chi Kwong  
Mr. Wu Ming  
Ms. Li Meifeng