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COMPUTIME GROUP LIMITED

金寶通集團有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 320)

GRANT OF SHARE AWARDS

This announcement is issued by Computime Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 17.06A to 17.06C of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Reference is made to the circular dated 25 July 2023 (the “**Circular**”) and the announcement dated 7 September 2023 of the Company in relation to the approval of the adoption of the 2023 Share Award Plan. Capitalized terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise.

The Board hereby announces that on 26 September 2023, the Company granted a total of 6,000,000 Awards to the senior management of the Group (the “**Grantees**”) pursuant to the 2023 Share Award Plan, subject to the acceptance by the Grantees. Each of the Awards represents a conditional right to receive one Awarded Share subject to certain terms and conditions of the grant of such Awards.

A summary of the terms of the grant of Awards is set out below:

Date of grant of the Awards : 26 September 2023
(the “**Grant Date**”)

Number and Categories of : Five senior management of the Group
Grantees

Number of the Awarded Shares granted : 6,000,000 Awarded Shares

Consideration payable for the grant of Awarded Shares : Nil

Closing price of the Shares on the Grant Date : HK\$0.345 per Share

Vesting Period and Vesting Date of the Award granted : Subject to the acceptance by each of the Grantees, the Award Shares shall vest on the following dates:

- (i) 2,000,000 Awarded Shares will be vested on 26 September 2024, 12 months from the Grant Date; and
- (ii) 2,000,000 Awarded Shares will be vested on 26 September 2025, 24 months from the Grant Date; and
- (iii) 2,000,000 Awarded Shares will be vested on 26 September 2026, 36 months from the Grant Date

Performance targets : The vesting of the Awards is subject to the fulfilment of certain performance targets and other requirements as set out in the grant notice to be entered into between the Company and each Grantee. The performance targets shall include: financial targets such as net profit after tax for the year of the Group and management targets (such as stakeholder engagement, productivity, client satisfaction etc.) which shall be determined based on the (i) individual performance; (ii) performance of the Group and/or (iii) performance of business groups, business units, business lines, functional departments, projects and/or geographical area managed by the selected Grantees.

Clawback mechanism: : Subject to the rules under the 2023 Share Award Plan, any Award made to the Selected Participants shall automatically lapse prior to or on the Vesting Date which shall include, without limitation, where such person has been guilty of misconduct, or has committed any act of bankruptcy or has become insolvent or is subject to any winding-up, liquidation or analogous proceedings or has made any arrangement or composition with his creditors generally, or has been convicted any criminal offence involving his integrity or honesty, or the Selected Participant having done something which brings the Group into disrepute or cause damages to the Group (including, among others, causing material misstatement of the financial statements of the Company).

Financial assistance : The Group has not provided any financial assistance to the Selected Participants to facilitate the purchase of the Awarded Shares.

The 6,000,000 Awarded Shares granted to the Grantees represent approximately 0.71% of the issued share capital of the Company as at the date of this announcement. The 6,000,000 Awarded Shares represent the value of approximately HK\$2,070,000, taking into account of the closing price of HK\$0.345 per Share on the Grant Date.

To the best knowledge of the Directors, as at the date of this announcement, (i) none of the Grantees is a Director, chief executive or substantial shareholder of the Company or an associate (as defined under the Listing Rules) of any of them; (ii) none of the Grantees is a participant with Awards granted and to be granted exceeding the 1% individual limit under the Listing Rules; (iii) none of the Grantees is a related entity participant or as service provider (as defined under the Listing Rules)

REASONS FOR AND BENEFIT OF THE GRANT OF THE AWARDED SHARES

The purposes of the 2023 Share Award Plan are to recognise and reward the contributions of certain Eligible Participants to the growth and development of the Group and to give incentives in order to retain them for continual operation and development of the Group, and to attract suitable personnel for further development of the Group.

NUMBER OF SHARES AVAILABLE FOR FUTURE GRANT

Subsequent to the grant of the Awarded Shares, the number of the Awarded Shares available for future grant pursuant to the Scheme Mandate Limit is 78,254,000.

By order of the Board
Computime Group Limited
AUYANG Pak Hong Bernard
Chairman and Chief Executive Officer

Hong Kong, 26 September 2023

As at the date of this announcement, the directors of the Company are:

Executive Directors:

Mr. AUYANG Pak Hong Bernard (*Chairman and Chief Executive Officer*)
Mr. WONG Wah Shun

Non-executive Directors:

Mr. KAM Chi Chiu, Anthony
Mr. WONG Chun Kong

Independent Non-executive Directors:

Mr. HO Pak Chuen Patrick
Mr. Roy KUAN
Ms. LEE Shang Yuee Christabel

* *For identification purposes only*