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英皇資本集團有限公司
Emperor Capital Group Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 717)

**PROPOSED GRANT OF SHARE OPTIONS
UNDER SHARE OPTION SCHEME**

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

The board (“**Board**”) of directors (“**Director(s)**”) of the Company announces that on 30 May 2025, the Company granted 337,042,286 share options (“**Option(s)**”) to Ms. Fan Man Seung, Vanessa (“**Grantee**”), an executive Director of the Company, under the Company’s share option scheme (“**Share Option Scheme**”) adopted on 27 January 2017, subject to the acceptance by the Grantee. A summary of the terms and conditions of the grant of the Options is set forth below:

Date of grant	:	30 May 2025 (“ Grant Date ”)
Number of Options granted	:	337,042,286 Options, each Option will entitle the Grantee to subscribe for one share (“ Share ”) of the Company
Exercise price of each Option granted	:	HK\$0.086 per Share, being the higher of (i) the closing price of HK\$0.086 per Share as quoted on the Stock Exchange on the Grant Date; and (ii) the average closing price of HK\$0.0736 per Share as quoted on the Stock Exchange for the five business days immediately preceding the Grant Date
Consideration for the grant	:	HK\$1.00 payable upon acceptance of the Options

- Validity period of the Options : Ten years from the Grant Date, being 30 May 2025 to 29 May 2035 (both days inclusive)
- Vesting period of the Options : The Options are vested on the Grant Date, subject to the Company's shareholders' approval on the grant
- The Share Option Scheme does not provide for any minimum vesting period for the Options. The Board and the Remuneration Committee of the Company ("**Remuneration Committee**") are of the view that no vesting period is appropriate considering that the grant of the Options serves as rewards for the Grantee's past contribution to the Group and as incentives for the Grantee to continuously contribute to the business operation, development and long-term growth of the Group, which align with the purpose of the Share Option Scheme
- Performance targets : Vesting of Options shall not be subject to any performance targets
- The Remuneration Committee considers the performance targets are not necessary for the grant of the Options, which is in line with the purpose of the Share Option Scheme in providing a flexible means of giving incentive to and rewarding participants of the Share Option Scheme
- No financial assistance : No financial assistance shall be provided by the Group to the Grantee to facilitate the purchase of Shares under the Share Option Scheme
- Clawback mechanism : The Share Option Scheme does not provide for any specific clawback mechanism. However, the Share Option Scheme provides that if a Grantee ceases to be an eligible participant (including any employees or directors of any members of the Group) for reasons as specified in the rules of the Share Option Scheme, the Options shall lapse automatically (to the extent not already exercised). Accordingly, the Remuneration Committee is of the view that no specific clawback mechanism is required to be included as a term of the grant of the Options

NUMBER OF SHARES AVAILABLE FOR FUTURE GRANT

As of the date of this announcement and following the grant of the Options, 337,042,286 Shares are available for future grant under the scheme mandate limit of the Share Option Scheme.

LISTING RULES IMPLICATION

Pursuant to the Listing Rules and the terms of the Share Option Scheme, any grant of options to a director, chief executive or substantial shareholder of the Company, or any of their respective associates, under the Share Option Scheme must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the options). The grant of the Options has been reviewed and approved by the independent non-executive Directors in accordance with the Listing Rules and the terms of the Share Option Scheme. The Grantee had abstained from voting on the Board resolution for the approval of the grant of the Options to her.

As the grant of the Options to the Grantee would result in the Shares issued and to be issued in respect to all Options granted in a 12-month period up to and including the Grant Date representing over 1% of the Shares in issue, the grant of the Options is subject to approval by the shareholders of the Company, where the Grantee and her associates shall abstain from voting in favour of the relevant resolution at the special general meeting (“SGM”) to be held pursuant to the Listing Rules.

GENERAL MEETING

An ordinary resolution will be proposed at the SGM to consider and, if thought fit, approve the grant of the Options to the Grantee. A circular containing, inter alia, further details of the grant of the Options to the Grantee and the information required by the Listing Rules, together with the notice of the SGM, will be despatched to the shareholders of the Company in due course.

By order of the Board
Emperor Capital Group Limited
Daisy Yeung
Chairperson

Hong Kong, 30 May 2025

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

Executive Directors:

Ms. Daisy Yeung
Ms. Fan Man Seung, Vanessa

Independent Non-executive Directors:

Mr. Wong Tak Ming, Gary
Mr. Yu King Tin
Ms. Chan Sim Ling, Irene