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Yunfeng Financial Group Limited
雲鋒金融集團有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 376)

(1) PROPOSED ADOPTION OF THE 2025 SHARE AWARD SCHEME AND TERMINATION OF THE 2016 SHARE AWARD SCHEME; (2) PROPOSED AMENDMENTS TO THE 2022 SHARE OPTION SCHEME

INTRODUCTION

The Board is pleased to announce that it has resolved to (1) adopt the 2025 Share Award Scheme and terminate the 2016 Share Award Scheme, and (2) amend the 2022 Share Option Scheme to bring it in line with the amendments to Chapter 17 of the Listing Rules which took effect from 1 January 2023, subject to the approval by the Shareholders at the EGM.

PROPOSED ADOPTION OF THE 2025 SHARE AWARD SCHEME AND TERMINATION OF THE 2016 SHARE AWARD SCHEME

Due to the expected expiry of the 2016 Share Award Scheme in December 2026 and in view that the Amended Listing Rules require the rules of the 2016 Share Award Scheme to be amended before further grants of awards over new Shares could be made thereunder, the Board proposes to adopt the 2025 Share Award Scheme which will be valid for a period of 10 years from the date of adoption, and terminate the 2016 Share Award Scheme respectively, subject to approval by the Shareholders at the EGM. The 2025 Share Award Scheme will constitute a share scheme under the Amended Listing Rules.

The purposes of the 2025 Share Award Scheme are to encourage or facilitate the holding of Shares by eligible participants which shall include Employee Participants, Service Providers and Related Entity Participants whom the Board considers, in its sole discretion, to have contributed or will contribute to the Group; to encourage and retain such individuals to work

with the Group; and to provide additional incentive for them to achieve performance goals, with a view to achieving the objectives of increasing the value of the Company and aligning the interests of eligible participants with the Shareholders through ownership of Shares.

The adoption of the 2025 Share Award Scheme is conditional upon:

(i) the passing of an ordinary resolution by the Shareholders at the EGM to approve and adopt the 2025 Share Award Scheme and to authorise the Directors to grant awards thereunder and to allot, issue or otherwise deal with Shares which may fall to be issued pursuant to the grant of awards thereunder; and

(ii) the Listing Committee of the Stock Exchange granting approval for the listing of, and permission to deal in, such number of Shares representing the Scheme Mandate Limit which may fall to be allotted and issued pursuant to the grant of awards under the 2025 Share Award Scheme.

As at the date of this announcement, a total of 43,040,000 Shares had been awarded and there were no unvested awarded Shares under the 2016 Share Award Scheme. The Board has no present intention to grant any further awards under the 2016 Share Award Scheme up to the date of the EGM.

PROPOSED AMENDMENTS TO THE 2022 SHARE OPTION SCHEME

Reference is made to the circular of the Company dated 2 June 2022 in relation to, among others, the adoption of the 2022 Share Option Scheme.

The Board proposes to amend the terms of the 2022 Share Option Scheme for the purpose of (i) bringing the 2022 Share Option Scheme in line with the requirements of the Amended Listing Rules, (ii) allowing the satisfaction of options using treasury shares of the Company, and (iii) reflecting other housekeeping and consequential amendments.

The key Proposed Amendments include the following: -

(a) to revise the eligible participants to include (i) an Employee Participant, (ii) a Related Entity Participant, and (iii) a Service Provider, whom the Board considers, in its sole discretion, to have contributed or will contribute to the Group;

(b) to adopt a Service Provider Sublimit and to provide that the Company may seek approval of the Shareholders in general meeting for refreshing the Scheme Mandate Limit or the Service Provider Sublimit after three years from the date of Shareholders' approval for the last refreshment;

(c) to provide that options granted under the 2022 Share Option Scheme may be satisfied by treasury shares of the Company;

(d) to adopt a minimum vesting period of 12 months, save that grants of options to an Employee Participant may be subject to a shorter vesting period under specific circumstances; and

(e) other amendments to align with the requirements of the Listing Rules.

The Proposed Amendments are subject to, among others, the approval of the Shareholders at the EGM.

EGM

The EGM will be convened to consider and, if thought fit, approve (1) the adoption of the 2025 Share Award Scheme and the termination of the 2016 Share Award Scheme, and (2) the Proposed Amendments to the 2022 Share Option Scheme.

A circular containing, among others, (i) details of the principal terms of the 2025 Share Award Scheme, (ii) further details of the termination of the 2016 Share Award Scheme and (iii) the Proposed Amendments to the 2022 Share Option Scheme, together with a notice convening the EGM, will be despatched by the Company to the Shareholders in due course.

As at the date of this announcement, the proposed adoption of the 2025 Share Award Scheme, the proposed termination of the 2016 Share Award Scheme, and the Proposed Amendments to the 2022 Share Option Scheme remain subject to the approval of the Shareholders. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Company's securities.

DEFINITIONS

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

"2016 Share Award Scheme"	the share award scheme adopted by the Company on 12 December 2016;
"2022 Share Option Scheme"	the share option scheme adopted by the Company on 28 June 2022;
"2025 Share Award Scheme"	the new share award scheme proposed to be considered, and if thought fit, approved and adopted by the Company at the EGM;
"Amended Listing Rules"	the amendments to Chapter 17 of the Listing Rules related to share schemes of listed issuers, which took effect from 1 January 2023;
"Board"	the board of Directors;
"Company"	Yunfeng Financial Group Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 376);
"Director(s)"	the director(s) of the Company;

"EGM"	the extraordinary general meeting of the Company to be convened for the Shareholders to consider and, if thought fit, approve (1) the adoption of the 2025 Share Award Scheme and the termination of the 2016 Share Award Scheme; and (2) the Proposed Amendments to the 2022 Share Option Scheme;
"Employee Participant(s)"	has the meaning as ascribed thereto in the Listing Rules;
"Group"	the Company and its subsidiaries;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Proposed Amendments"	the proposed amendments to the rules of the 2022 Share Option Scheme;
"Related Entity Participant(s)"	has the meaning as ascribed thereto in the Listing Rules;
"Scheme Mandate Limit"	the maximum number of Shares which may be issued in respect of all options and awards to be granted under the share schemes of the Company;
"Service Provider(s)"	has the meaning as ascribed thereto in the Listing Rules;
"Service Provider Sublimit"	a sublimit within the Scheme Mandate Limit on the total number of new Shares which may be issued in respect of all options and awards to be granted to Service Providers under the share schemes of the Company;
"Shareholder(s)"	the holder(s) of Share(s);
"Share(s)"	shares of the Company;
"share scheme(s)"	has the meaning as ascribed thereto in the Listing Rules;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited; and
"treasury share(s)"	has the meaning as ascribed thereto in the Listing Rules

By Order of the Board
Yunfeng Financial Group Limited
Huang Xin
Executive Director and Interim Chief Executive Officer

Hong Kong, 28 August 2025

As at the date of this announcement, the Board comprises Mr. Yu Feng (who is Chairman and nonexecutive director), Mr. Huang Xin (who is executive director and interim chief executive officer), Mr. Michael James O'Connor and Ms. Hai Olivia Ou (who are non-executive directors), and Mr. Qi Daqing, Mr. Chu Chung Yue, Howard and Mr. Xiao Feng (who are independent non-executive directors).