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Cosmo Lady (China) Holdings Company Limited
都市麗人(中國)控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2298)

GRANT OF SHARE OPTIONS

This announcement is made by Cosmo Lady (China) Holdings Company Limited (the "**Company**" and together with its subsidiaries, the "**Group**") 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**").

GRANT OF SHARE OPTIONS

The board (the "**Board**") of directors (the "**Directors**") of the Company hereby announces that after the market close on 1 September 2025, the Company resolved to grant 14,000,000 share options (the "**Options**") to 23 employees of the Group (the "**Grantees**"), subject to their acceptance, under the share option scheme (the "**Share Option Scheme**") adopted by the Company on 2 June 2023, to subscribe for a total of 14,000,000 ordinary shares of USD0.01 (the "**Share(s)**") each in the share capital of the Company (the "**Grant**"), representing 0.62% of the total issued share capital of the Company (excluding treasury shares) as at the date of this announcement. The Grant is not subject to approval by the shareholders of the Company (the "**Shareholders**").

Details of the Options granted are set out as follows:

Date of grant:	1 September 2025 (the "**Date of Grant**")
Number of Options granted:	14,000,000 Options, each entitling the holder to subscribe for one ordinary share of USD0.01 each in the share capital of the Company

Exercise price of the Option:	HK$0.38 per Share, representing: (a) a premium of approximately 2.70% over the closing price of HK$0.37 per Share as stated in the daily quotation sheet issued by the Stock Exchange on the Date of Grant; and (b) an equal to the average closing price of HK$0.38 per Share as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant.
Closing price of the Shares on the date of the Grant:	HK$0.37 per Share
Consideration of the Grant:	HK$1.00 to be paid by each Grantee upon acceptance of the Grant
Vesting period of the Options:	The Options will be vested on the date falling one (1) year from the Date of Grant.
Vesting conditions of the Options:	Vesting of the Options is conditional upon the Grantee remaining employed as a member of the core management team of the e-commerce business department of the Group at the time of Vesting.
Exercise period of the Options:	Subject to the terms of the Share Option Scheme, the Options shall be exercisable in whole or in part within five (5) years commencing from the date of (a) the confirmation of the performance of the Grantee, or (b) the date falling one (1) year from the Date of Grant, whichever the later. Upon commencement of the exercise period of the Options, the Grantee is entitled to exercise up to 30% of the Options vested. From the date falling one (1) year from the commencement of exercise period of the Options, the Grantee is entitled to exercise up to further 30% of the Options vested. From the date falling two (2) years from the commencement of exercise period of the Options, the Grantee is entitled to exercise the remaining 40% of the Options vested.

Performance targets:

The vesting of the Options on the Grantees is subject to the achievements of the performance targets determined by the Board in its sole and absolute discretion. The Grantees are members of the core management team of the e-commerce business department of the Group, the Group will assess the performance of the Grantees, mainly based on the key performance indicators, including but not limited to revenue, profit, aged inventory clearance, overall gross merchandise value, etc. achieved by the Group's e-commerce business department.

In case of partial achievement and satisfaction of the performance targets, the applicable Options may be vested in proportion to the performance targets actually achieved (or such proportion as resolved by the Board) for the relevant year and the unvested portion of the relevant tranche of the Options shall lapse.

Clawback mechanism:

Without prejudice to the terms of the Share Option Scheme, any Options granted to the Grantee which are not yet vested or vested but not yet exercised shall lapse immediately and not be exercisable with immediate effect on the date:

(a) on which the Grantee ceases to be a member of the core management team of the Group's e-commerce business department; or

(b) on which the Grantee refuses to be subject to or does not participate in the performance assessment/ appraisal by the Group; or

(c) on which the Grantee's performance is determined by the Board to be unsatisfactory; or

(d) on which the Grantee commits any fraud, wilful misconduct or any conduct that is detrimental to the interest of the Group; or

(e) on which any other circumstances occur such that the Board conclusively determines in its sole and absolute discretion that the Grantee is no longer eligible to participate in the Share Option Scheme; or

(f) on which any applicable laws and regulations preventing the Grantee from participating in the Share Option Scheme.

Upon the occurrence of any of the events referred to in paragraphs (a) to (f) above, the Board may in its sole and absolute discretion waive its right to enforce the above provision to declare all or any part of the Options granted to be lapsed.

Financial assistance: The Group has not provided any financial assistance to the Grantees to facilitate the purchase of Shares under the Share Option Scheme.

GRANTEES

A total number of 14,000,000 Options shall be granted to the Grantees with details set forth below:

Name of Grantee	**Position**	**Number of Options Granted**
Mr. Zhang Shengfeng	Executive Director, Deputy Chairman and Vice President	5,000,000
22 others	Employees of the Group	9,000,000
Total		14,000,000

REASONS FOR AND BENEFITS OF THE GRANT OF OPTIONS

The Grantees are employees of the Group and members of the core management team of the Group's e-commerce business department, responsible for expanding the Group's e-commerce intimate wear business, increasing the Group's market share, and enhancing the growth and development of the Group.

In determining the grant of Options to the Grantees, the Board has considered factors such as (i) their roles and responsibilities in the Group; (ii) the length of employment with the Group; (iii) their contribution such as knowledge, assistance or advice provided or expected to be provided to the Group in connection with its business development and/or operations; and (iv) the respective performance targets imposed on each Grantee individually. The Board considered that the proposed grants of Options to the Grantees are appropriate as (a) all the Grantees have extensive experience, knowledge and connection in the e-commerce fields and the services provided are beneficial to the businesses of the Group; (b) the vesting period of one (1) year, the performance targets and the clawback mechanism of the Options (as disclosed

in the section headed "**Grant of Share Options**" above in this announcement) would be able to incentivise the Grantees, as employees, to continue to provide their valuable contributions to promoting business opportunities of the Group's intimate wear business and enhancing the growth and development of the Group in the future, and motivate such Grantees to commit and strengthen their long-term service commitment to the Group. As such, the Board is of the view that the proposed grants of Options to the Grantees align their long-term interest with that of the Shareholders as a whole, and in line with the objective and purpose of the Share Option Scheme and the long-term interests of the Group and the Shareholders as a whole.

GENERAL

Save as disclosed above, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, none of the Grantees is (i) a Director, a chief executive or a substantial shareholder of the Company, or an associate (as defined under the Listing Rules) of any of them; (ii) a participant with Options granted and to be granted exceeding the 1% individual limit under Rule 17.03D of the Listing Rules; or (iii) a related entity participant or service provider (as defined under the Listing Rules) with Options granted and to be granted in any 12-month period exceeding 0.1% of the total issued Shares (excluding treasury shares). As at the date of this announcement, the above Grant would not result in the Options granted and to be granted to each Grantee in the 12-month period up to and including the Grant Date in aggregate to exceed 1% of the Shares in issue.

Subsequent to the grant of the Options above, the number of Shares available for future grant under the scheme mandate limit and service provider sublimit of the Share Option Scheme is 180,945,721 Shares and 14,989,144 Shares, respectively, subject to refreshment of the said scheme mandate limit and service provider sublimit.

By Order of the Board
Cosmo Lady (China) Holdings Company Limited
Zheng Yaonan
Chairman

Hong Kong, 1 September 2025

* *For identification purpose only.*

As at the date of this announcement, the Board comprises Mr. Zheng Yaonan, Mr. Zhang Shengfeng, Ms. Wu Xiaoli, Mr. Xian Shunxiang and Mr. Zhu Hongbo as executive Directors; Mr. Lin Zonghong as non-executive Director; and Mr. Yau Chi Ming, Dr. Dai Yiyi and Dr. Lu Hong Te as independent non-executive Directors.