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Hong Kong Robotics Group Holding Limited
港仔機器人集團控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 370)

GRANT OF AWARDED SHARES

This announcement is made pursuant to Rule 17.06A, 17.06B and 17.06C of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

The board (the "**Board**") of directors (the "**Director(s)**") of Hong Kong Robotics Group Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") hereby announces that on 27 October 2025, the Company granted a total of 24,000,000 awarded shares to eligible participants under the share award scheme adopted by the Company on 10 September 2025 (the "**Share Award Scheme**"), subject to the acceptance of the grantees.

GRANT OF AWARDED SHARES

Details of the grant of awarded shares (the "**Award Grant**") are as follows:

Date of grant:	27 October 2025
Grantees:	Mr. Li Haitao ("**Mr. Li**"), executive Director and chief executive officer, Mr. Qiu Yiyong ("**Mr. Qiu**"), non-executive Director and the deputy chairman of the Board, and 21 employees of the Group (the "**Grantee(s)**")

Number of Award Grant:	A total of 24,000,000 Shares, of which (i) 2,000,000 Shares to Mr. Qiu (Category A) (ii) 1,000,000 Shares to Mr. Li and 20,500,000 Shares to 20 employees (Category B) (iii) 500,000 Shares to an employee (Category C) The Award Shares will be acquired through (i) on-market acquisitions by the trustee at the prevailing market price with fund provided by the Company or (ii) the issuance of new Shares by the Company.
Exercise price of the Award Grant:	Nil
Market price of the Shares on the date of grant:	HK$1.02 per Share
Vesting period and performance targets:	**Category A**: For Mr. Qiu, totaling 2,000,000 Shares Subject to fulfillment of certain performance targets and other requirements, 50% of the Award Grant shall be vested six months from the date of grant and the remaining 50% shall be vested twelve months from the date of grant. As permitted under the Share Award Scheme, while the first vesting of the Award Grant to Mr. Qiu (subject to fulfillment of certain performance targets and other requirements) is shorter than 12 months, the overall Award Grant has a mixed vesting schedule with a total vesting period (i.e. the period between the grant date and the last vesting date) of 12 months. The independent non-executive Directors and remuneration committee of the Company consider that such arrangement is appropriate and commercially reasonable to incentivise Mr. Qiu and ramp up his contribution to the Group.

Mr. Qiu will be subject to the assessment of his contribution to business expansion and optimizing the shareholders' structure by utilizing his network. The performance criteria and the key performance indicators shall be determined by the Board, as well as independent non-executive Directors from time to time.

Category B: For Mr. Li, totaling 1,000,000 Shares and for a total of 20 employees, totaling 20,500,000 Shares

Subject to fulfillment of certain performance targets and other requirements,
25% of the Award Grant shall be vested six months from the date of grant,
25% of the Award Grant shall be vested twelve months from the date of grant,
25% of the Award Grant shall be vested eighteen months from the date of grant, and
the remaining 25% of the Award Grant shall be vested twenty four months from the date of grant.

As permitted under the Share Award Scheme, while the first vesting of the Award Grant to these employees is shorter than 12 months, the overall Award Grant has a mixed vesting schedule with a total vesting period (i.e. the period between the grant date and the last vesting date) of 24 months. The Board considers this structure appropriate and commercially reasonable to incentivize consistent contributions by these employees to incentivize contributions across different time horizons (short-term, medium-term, and long-term) and to promote their longevity with the Group.

Each vesting of the above Award Grant will be subject to the assessment of (i) the individual's performance of each Grantee, which may vary based on their individual's department and position, (ii) their individual's operational efficiency, punctuality, integrity, honesty or compliance with internal business procedures, and (iii) the key performance indicators in respect of the Group as a whole, which may include sales performance, operating performance and financial performance. The individual performance of criteria and the key performance indicators of each Grantee shall be determined by the Board from time to time.

Category C: For an employee, totaling 500,000 shares

Subject to fulfillment of certain performance targets and other requirements, 100% of the Award Grant shall by vested twelve months from the date of grant.

Vesting of the above Award Grant will be subject to the assessment of (i) the performance of the Grantee, which may vary based on the Grantee's department and position, (ii) the Grantee's operational efficiency, punctuality, integrity, honesty or compliance with internal business procedures, and (iii) the key performance indicators in respect of the Group as a whole, which may include sales performance, operating performance and financial performance. The individual performance of criteria and the key performance indicators of the Grantee shall be determined by the Board from time to time.

Clawback mechanism: Where the following event as specified in the rules of the Share Award Scheme arises, the Award Grant not yet vested shall be subject to clawback automatically and therefore be canceled:

(i) material misstatements or omissions in the Company's financial statements by a Grantee;

(ii) violation by a Grantee of confidentiality or non-competition obligations owed to the Group, or any leakage by such Grantee of the Group's trade secrets, intellectual property, or proprietary information;

(iii) termination of employment contract by a Grantee without notice or payment in lieu of notice;

(iv) conviction of any criminal offence by a Grantee involving integrity or honesty;

(v) conduct of a Grantee that has a material adverse effect on the reputation or interests of the Group;

(vi) termination of the Grantees' employment on the grounds that he or she has been guilty of serious misconduct;

(vii) the Grantee appears either to be unable to pay or to have no reasonable prospect of being able to pay his or her debts or has committed any act of bankruptcy or has become insolvent or has made any arrangements or compromise with his or her creditors generally; or

(viii) occurrence of any other grounds on which an employer would be entitled to terminate his or her employment summarily,

The Award Grant, once vested, is not subject to any clawback mechanism.

The Award Grant is not subject to approval by the Shareholders. Save as disclosed above, to the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Grantee is not (i) a Director, nor a chief executive, or a substantial shareholder, or an associate of any of them; (ii) a participant with options and awards granted and to be granted exceeding the 1% individual limit under Rule 17.03D of the Listing Rules; (iii) a related entity participant or service provider with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the total issued Shares (excluding treasury shares).

The Award Grant of 1,000,000 Shares to Mr. Li and 2,000,000 Shares to Mr. Qiu have been approved by the independent non-executive Directors and the remuneration committee of the Company in accordance with the Listing Rules 17.04(1) and 17.06B(7), respectively.

Reasons for and benefits of the Award Grant

The purposes of the Award Grant are to align the interests of the Grantee with those of the Group through ownership of Shares, dividends and other distributions paid on Shares and/or the increase in value of the Shares, and to encourage and retain the Award Grantee to make contributions to the long-term growth and profits of the Group.

The Board (including the independent non-executive Directors) and the Remuneration Committee considered that the Award Grant to the Grantees appropriate and commercially reasonable and is in line with the purposes of the Share Award Scheme.

Shares available for future grant under the Share Award Scheme

The aggregate number of Shares underlying all grants made pursuant to the Share Award Scheme (excluding those have been forfeited in accordance with the Share Award Scheme) will not exceed 209,150,099 Shares, subject to a limit of 10% of the total number of issued Shares at the relevant time. As at the date of this announcement (after taking into account the above Award Grant), 185,150,099 Shares will be available for grant under the Share Award Scheme.

By order of the Board
Hong Kong Robotics Group Holding Limited
Li Haitao
Executive Director

Hong Kong, 27 October 2025

As at the date of this announcement, the Board comprises two non-executive Directors, namely, Mr. Li Mengzhe (Chairman) and Mr. Qiu Yiyong (Deputy Chairman), two executive Directors, namely Ms. Wang Yingqian (Deputy Chairman) and Mr. Li Haitao, and three independent non-executive Directors, namely, Mr. Liu Tonghui, Ms. Yin Meiqun, and Mr. Ye Jianmu.