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HANS GROUP HOLDINGS LIMITED
漢思集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 00554)

GRANT OF SHARE OPTIONS

This announcement is made 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**").

The board (the "**Board**") of directors (the "**Directors**") of Hans Group Holdings Limited (the "**Company**") hereby announces that on 23 December 2025, share options (the "**Options**") carrying the rights to subscribe for a total of 248,763,800 ordinary shares (the "**Shares**") of the Company were granted to Mr. David An ("**Mr. An**"), the chairman of the Board, an executive Director and a substantial shareholder of the Company, and Mr. Zhang Lei ("**Mr. Zhang**"), an executive Director (collectively, the "**Grantees**") under the share option scheme adopted by the Company on 31 May 2023 (the "**Share Option Scheme**"). Among the Options granted, Options carrying the rights to subscribe for 243,763,800 Shares were granted to Mr. An and Options carrying the rights to subscribe for 5,000,000 Shares were granted to Mr. Zhang. The grant of Options is subject to acceptance of the Grantees and the grant of Options to Mr. An is also subject to the approval by the shareholders of the Company (the "**Shareholders**") at an extraordinary general meeting (the "**EGM**"). Details of the Options granted are as follows:

Date of grant	:	23 December 2025 (the "**Date of Grant**")
Name of Grantees	:	Mr. David An, the chairman of the Board, an executive Director and a substantial shareholder of the Company Mr. Zhang Lei, an executive Director

Number of Options granted	:	243,763,800 Options carrying the rights to subscribe for 243,763,800 Shares were granted to Mr. An. 5,000,000 Options carrying the rights to subscribe for 5,000,000 Shares were granted to Mr. Zhang.
Exercise price of Options granted	:	HK$0.255 per Share, which is the higher of: (1) the closing price of HK$0.255 per Share as stated in the daily quotation sheet issued by the Stock Exchange on the Date of Grant; (2) the average closing price of HK$0.252 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (3) the nominal value of HK$0.10 per Share
Closing price of the Shares on the Date of Grant	:	HK$0.255 per Share
Consideration of Options granted	:	HK$1.00 to be paid by each Grantee upon the acceptance of the Options.
Validity period of the Options	:	In respect of the Options granted to Mr. An, from the date upon obtaining the independent Shareholders' approval at the EGM to 30 May 2033 (both dates inclusive). In respect of the Options granted to Mr. Zhang, 23 December 2025 to 30 May 2033 (both dates inclusive).
Vesting period and exercise period of the Options	:	In respect of the Options granted to Mr. An, the Options shall be vested and become exercisable from date immediately after 12 months from the EGM date to 30 May 2033 (both dates inclusive). In respect of the Options granted to Mr. Zhang, the Options shall be vested and become exercisable from 23 December 2026 to 30 May 2033 (both dates inclusive).
Performance target	:	There is no performance target attached to the Options.
Clawback mechanism	:	The Options granted are not subject to any clawback mechanism but shall lapse and/or be cancelled (to an extent not already exercised) under various scenarios provided under the Share Option Scheme.

The remuneration committee of the Board considers that a specific clawback mechanism is not necessary, having considered that the lapse and cancellation of the Options under various scenarios has already been provided for under the Share Option Scheme, which would adequately safeguard the Company's interests. For example, the Options shall lapse and shall not be exercisable when the relevant Grantee ceases to be an employee of the Group by reason of dismissal from employment or termination from office on the grounds of misconduct, or conviction of any criminal offence involving integrity or honesty, or being held liable for any offence under or any breach of the securities laws or regulations in Hong Kong.

Financial assistance : There are no arrangements for the Group to provide any financial assistance to the Grantees to facilitate the purchase of Shares under the Share Option Scheme.

Additional terms : The number of Options to be exercised by the Grantees for each year shall not exceed one-third of the number of Options granted to them in a particular grant under the Share Option Scheme (the "**One-third Limit**"), except for (i) approval by the Board to waive the One-third Limit to the Grantees; (ii) subject to the compliance of the applicable laws, rules and regulations, repurchase of the Shares by the Company from the Grantees at market price upon exercise by the Grantees of the Options granted; and (iii) exercise of Options within the first anniversary of the death of the Grantees or within three months after the Grantees cease to be an employee in the circumstances as set out in the rules of the Share Option Scheme.

If either Mr. An or Mr. Zhang attains the age of 65 years old or above and any of them is no longer a Director, he shall tender his resignation from his position with the Group when he delivers the notice to exercise the Options to the Company except that he has already resigned from his position with the Group before he delivers the notice to exercise the Options to the Company.

Views of the remuneration committee on why performance targets are not necessary and how the grants align with the purpose of the scheme	:	The proposed grant is to recognise the contributions of Mr. An and Mr. Zhang to the business performance of the Group and as incentives for their continuing commitment and contribution to the Group in the future, which is aligned with the purpose of the Share Option Scheme. The remuneration committee of the Board considers that a performance target is not necessary for the following reasons: (i) the grant of the Options to the Grantees is a recognition of their pivotal roles and responsibilities in steering the management and strategic development of the Group; (ii) the value of the Options is subject to the market price of the Shares, which in turn depends on the Group's business performance to which the Grantees directly contributes, and that the Grantees will benefit more from the Options if the price of the Shares increases; (iii) the One-third Limit and the vesting period of the Options will ensure that the interests of the Grantees and those of the Company are aligned, thus motivating the Grantees to contribute to the development of the Group, which is in line with the purpose of the Share Option Scheme; and (iv) the Grant of Options will provide the Grantees with an opportunity to acquire a personal stake in the Company, thereby motivating them to improve their performance and efficiency. Notwithstanding the absence of a performance target, the remuneration committee of the Board considers that the grant of the Share Options aligns with the purpose of the Share Option Scheme in rewarding and motivating the Grantees for the benefit of the Company.

The grant of Options to each of the Grantees have been approved by all the independent non-executive Directors in accordance with Rule 17.04(1) of the Listing Rules.

Pursuant to Rule 17.03D(1) of the Listing Rules and the Share Option Scheme, where the total number of Shares issued and to be issued upon exercise of the Options or awards granted to a person (excluding lapsed options and awards) in any 12-month period up to and including the date of such grant representing in aggregate over 1% of the relevant class of Shares in issue, such grant must be approved by Shareholders in general meeting. The grantee and his close associates (or associates if the grantee is a connected person) must abstain from voting at the general meeting.

In addition, pursuant to Rule 17.04(3) of the Listing Rules and the Share Option Scheme, if any grant of Options or awards to a substantial shareholder of the Company would result in the Shares issued and to be issued upon exercise of all Options and awards already granted (excluding lapsed options and awards) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the Shares of the Company in issue, such further grant of options must be approved by Shareholders in general meeting. The grantee, his associates and all core connected persons of the listed issuer must abstain from voting in favour at such general meeting.

As at the date of this announcement, Shares to be issued upon exercise of the 243,763,800 Options proposed to be granted to Mr. An represent approximately 5.56% of the Shares in issue, and Shares to be issued upon exercise of the 5,000,000 Options granted to Mr. Zhang represent approximately 0.11% of the Shares in issue.

As (i) the total number of Shares issued and to be issued upon exercise of the Options proposed to be granted to Mr. An would in a 12-month period exceed 1% of the Shares of the Company in issue, and (ii) such grant would in a 12-month period represent over 0.1% of the Shares of the Company in issue, the proposed grant of the Options carrying the rights to subscribe for 243,763,800 Shares to Mr. An is subject to the approval by the independent Shareholders where Mr. An and his associates and all core connected persons of the Company shall abstain from voting in favour of such resolution at the EGM pursuant to the Listing Rules. The proposed grant of the Options to Mr. An shall not take effect or be exercisable until such approval is obtained.

Following the above Grant, the Company will have utilised approximately 62.9% of the existing maximum number of Shares which may be allotted and issued upon exercise of all share options granted and to be granted under the Share Option Scheme, being 395,663,800 Shares (the "**Share Option Scheme Mandate Limit**"). Assuming that both Grantees accept such grant and the grant of Options to Mr. An is approved by the independent Shareholders at the EGM, the number of Shares available for future grants under the Share Option Scheme Mandate Limit is 146,900,000 Shares.

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the grant of the Options to Mr. An. A circular containing, among other things, the grant of the Options to Mr. An and the notice of the EGM, will be despatched to the Shareholders as soon as practicable.

By order of the Board
Hans Group Holdings Limited
漢思集團控股有限公司
Yang Dong
Chief Executive Officer and Executive Director

Hong Kong, 23 December 2025

As at the date of this announcement, the Board comprises four executive directors, namely Mr. David An (Chairman), Mr. Yang Dong, Mr. Zhang Lei and Mr. Li Wai Keung; two non-executive directors, namely Mr. Chung Chak Man, William and Mr. Hui Hon Chung, Stanley; and three independent non-executive directors, namely Mr. Chan Chun Wai, Tony, Ms. Helen Zee and Ms. Yang Fan.

website: www.hansgh.com