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CT Vision (International) Holdings Limited
中天宏信(國際)控股有限公司
(formerly known as CT Vision S.L. (International) Holdings Limited)
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 994)

PROPOSED ADOPTION OF (1) THE NEW SHARE OPTION SCHEME; AND (2) THE SHARE AWARD SCHEME AND EGM AND RECORD DATE FOR EGM

PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME

The Board proposes to the Shareholders at the EGM to adopt the New Share Option Scheme, which will constitute a share scheme under Chapter 17 of the Listing Rules. Pursuant to the Listing Rules, share schemes involving the grant of new shares must be approved by shareholders of the listed issuer in general meeting. Accordingly, the adoption of the New Share Option Scheme will be subject to, among others, the Shareholders' approval at the EGM.

PROPOSED ADOPTION OF THE SHARE AWARD SCHEME

The Board also proposes to the Shareholders at the EGM to adopt the Share Award Scheme, which will constitute a share scheme under Chapter 17 of the Listing Rules. Pursuant to the Listing Rules, share schemes involving the grant of new shares must be approved by shareholders of the listed issuer in general meeting. Accordingly, the adoption of the Share Award Scheme will be subject to, among others, the Shareholders' approval at the EGM.

GENERAL

A circular containing, among other matters, (i) details of the proposed adoption of the New Share Option Scheme; (ii) details of the proposed adoption of the Share Award Scheme; and (iii) the notice convening the EGM will also be despatched to the Shareholders in due course.

As at the date of this announcement, the proposed adoptions of the New Share Option Scheme and the Share Award Scheme are both subject to the approval of the Shareholders. Potential investors of the Company are advised to exercise caution when dealing in the Company's securities.

INTRODUCTION

This announcement is made by the Company in relation to: (1) the proposed adoption of the New Share Option Scheme; and (2) the proposed adoption of the Share Award Scheme.

The 2017 Share Option Scheme was adopted by the Company pursuant to the resolutions of the Shareholders on 23 June 2017 which will expire on 22 June 2027 and no further options can be granted thereunder after the expiry date. As at the date of this announcement, (1) there were 50,000,000 outstanding options conferring the holders to subscribe for 50,000,000 Shares upon exercise of the subscription right attached to the options; and (2) there were 1,200,000 options under the 2017 Share Option Scheme, representing approximately 0.1% of the issue share capital of the Company available for granting. The Company has no intention to grant any options as at the date of this announcement.

PROPOSED ADOPTION OF SHARE OPTION SCHEME

Having considered that the remaining term of the 2017 Share Option Scheme, after any potential refreshment, would be less than one (1) year, that the number of options available for grant thereunder is minimal, and that the 2017 Share Option Scheme was adopted under the previous regime and does not fully comply with the amended Chapter 17 of the Listing Rules which came into effect on 1 January 2023, the Company considers it to be in the interests and for the benefit of the Company and its Shareholders to terminate the 2017 Share Option Scheme and to adopt a New Share Option Scheme.

The key terms of the New Share Option Scheme are set out below:

The purpose

The purpose of the New Share Option Scheme is to attract and retain the best available and high calibre personnel of the Group, to provide additional incentives to the Eligible Participants and to promote the overall success of the business of the Group. The New Share Option Scheme will give the Eligible Participants an opportunity to have a personal stake in the Company which will help motivate the Eligible Participants in optimising their performance and efficiency and attract and retain the Eligible Participants whose contributions are important to the long-term growth and profitability of the Group.

Duration

The New Share Option Scheme shall continue in force for the period commencing from the Adoption Date (SOS), and expiring at the close of business on the date which falls ten (10) years after the Adoption Date (SOS), after such period no further Options will be granted but the provisions of the New Share Option Scheme shall remain in full force and effect in respect of any Options granted before its expiry or termination but not yet exercised.

Administration of the New Share Option Scheme

The New Share Option Scheme shall be subject to the administration of the Board whose decision on all matters arising in relation to the New Share Option Scheme or its interpretation or application or effect shall (save as otherwise provided herein and in the absence of manifest error) be final and binding on all persons who may be affected thereby. For the avoidance of doubt, subject to compliance with the requirements of the Listing Rules and the provisions of the New Share Option Scheme, the Board shall have the rights to (i) interpret and construe the provisions of the New Share Option Scheme; (ii) determine the persons who will be offered Options under the New Share Option Scheme, and the number of Shares and the Exercise Price, in relation to such Options; (iii) make such appropriate and equitable adjustments to the terms of the Options granted under the New Share Option Scheme as it may deem necessary; and (iv) make such other decisions or determinations or regulations as it shall deem appropriate for the administration of the New Share Option Scheme.

Eligible Participants

Eligible Participants for the New Share Option Scheme include (i) the director(s) and employee(s) (whether full-time or part-time but excludes a former employee of the Group unless such former employee otherwise qualifies as an Eligible Participant) of any member of the Group (including persons who are granted Options under the New Share Option Scheme as inducement to enter into employment contracts with any member of the Group), and (ii) the Service Providers, provided that the Board may have absolute discretion to determine whether or not one falls within the above category.

Exercise Price

The Exercise Price for Shares to be subscribed under the New Share Option Scheme may be determined by the Board at its absolute discretion, provided that it shall not be less than the highest of:

(a) the closing price of the Shares as shown in the daily quotations sheet of the Stock Exchange on the Grant Date, which must be a Business Day;

(b) the average of the closing prices of the Shares as shown in the daily quotations sheets of the Stock Exchange for the five (5) consecutive Business Days immediately preceding the Grant Date; and

(c) the nominal value of the Share on the Grant Date.

Maximum number of Shares subject to the New Share Option Scheme

Pursuant to the Listing Rules, the total number of shares which may be issued or transferred out of treasury in respect of all options and awards to be granted under all of the schemes of the Company must not in aggregate exceed 10% of the number of Shares in issue as at the EGM date, excluding Treasury Shares (or such other percentage which may be specified by the Stock Exchange from time to time), unless such scheme mandate limit shall have been refreshed in accordance with the requirements of the Listing Rules. Any options or awards lapsed in accordance with the terms of its relevant scheme shall not be regarded as utilised for the purposes of calculating the scheme mandate limit and the service provider sublimit. The Company proposed (i) the Scheme Mandate Limit (SOS) to be 5.0% (including the Service Provider Sublimit (SOS)) of the issued share capital of the Company (excluding Treasury Shares) on the Adoption Date (SOS) and (ii) the Scheme Mandate Limit (SAS) to be 5.0% (including the Service Provider Sublimit (SAS)) of the issued share capital of the Company (excluding Treasury Shares) on the Adoption Date (SAS).

As at the date of this announcement, the number of issued Shares was 1,111,006,000 Shares. Assuming that there is no change in the number of issued Shares between the date of this announcement and the Adoption Date (SOS), the total number of Shares which may be issued or transferred out of treasury upon exercise of all Options to be granted under the New Share Option Scheme and any other share option scheme would be 55,550,300 Shares, representing 5.0% of the issued share capital of the Company (excluding Treasury Shares) on the Adoption Date (SOS). As at the date of this announcement, the Company did not have any Treasury Shares. The Company may intend to use Treasury Shares, if any, for the New Share Option Scheme.

The Service Provider Sublimit (SOS), which is within the Scheme Mandate Limit (SOS), on the total number of Shares which may be issued or transferred out of treasury in respect of all Options to be granted to the Service Providers under the New Share Option Scheme and any other share option scheme will be 5,555,030 Shares, being 0.5% of the total number of Shares in issue (excluding Treasury Shares) on the Adoption Date (SOS).

Maximum entitlement of each Eligible Participant

Where any grant of Options to an Eligible Participant would result in the Shares issued and to be issued (including any Treasury Shares which may be transferred, as applicable) in respect of all options and awards granted to such Eligible Participant (excluding any options and awards lapsed in accordance with the terms of the relevant schemes) in the twelve (12)-month period up to and including the date of such grant representing in aggregate over 1% of the Shares in issue (excluding Treasury Shares), such grant must be separately approved by the Shareholders in general meeting with such Eligible Participant and his/her close associates (or associates if the Eligible Participant is a connected person) abstaining from voting. The Company must send a circular to the Shareholders and the circular must disclose the identity of the Eligible Participant, the number and terms of the Options to be granted (and options or awards previously granted to such Eligible Participant in the twelve (12)-month period), the purpose of granting Options to the Eligible Participant, an explanation as to how the terms of the Options serve such purpose and such information as may be required by the Stock Exchange from time to time. The number and terms (including the Exercise Price) of Options to be granted to such Eligible Participant must be fixed before Shareholders' approval and the date of Board meeting for proposing such further grant should be taken as the date of grant for the purpose of calculating the Exercise Price.

Time of exercise of Options

Subject to the terms of the New Share Option Scheme, an Option may be exercised in whole or in part at any time during the period to be determined and notified by the Directors to the Grantee thereof at the time of making a Grant provided that such period shall not exceed the period of ten (10) years from the date of the grant of the particular Option.

Vesting period

An Option must be held by the Grantee for at least twelve (12) months before the Option can be exercised. The Board may at its discretion grant a shorter Vesting Period to an Employee Participant in the following circumstances: (a) grants of "make-whole" Option(s) to new joiners to replace the share options they forfeited when leaving the previous employers; (b) grants to an Eligible Participant whose employment is terminated due to death or occurrence of any out-of-control event; (c) grants that are made in batches during a year for administrative and compliance reasons, which include Options that should have been granted earlier if not for such administrative or compliance reasons had to wait for the subsequent batch. In such case, the Vesting Period may be shorter to reflect the time from which the Option would have been granted; (d) grants of Options with a mixed or accelerated vesting schedule such as where the Options may vest evenly over a period of twelve (12) months; or (e) grants with performance-based vesting conditions in lieu of time-based vesting criteria as determined in the conditions of grant.

Conditions Precedent

The adoption of the New Share Option Scheme is conditional upon:

(a) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in any new Shares which may fall to be allotted and issued by the Company upon the exercise of Options that may be granted under the New Share Option Scheme; and

(b) the passing of ordinary resolution at a general meeting of the Company approving the adoption of the New Share Option Scheme and authorising the Directors to grant Options to Eligible Participants and to allot and issue Shares or to transfer the Treasury Shares (if any) pursuant to the exercise of any Options granted under the New Share Option Scheme.

Further details of the New Share Option Scheme will be set out in the circular to be despatched to the Shareholders.

PROPOSED ADOPTION OF SHARE OPTION SCHEME

The Board also proposes to adopt the Share Award Scheme which shall be valid for a period of ten (10) years commencing from the Adoption Date (SAS), subject to early termination by the Board. The proposed Share Award Scheme is in compliance with the latest requirements under Chapter 17 of the Listing Rules.

The key terms of the Share Award Scheme are set out below:

Purpose

The purpose of the Share Award Scheme is to reward Selected Participants for their contributions to the Group, encourage Selected Participants to optimise their future contributions to the Group, as well as attract and retain or otherwise maintain on-going relationships with Selected Participants who are significant to and/or whose contributions are or will be beneficial to the performance, growth or success of the Group, thereby increasing the overall competitiveness of the Group, aligning the interests of the Selected Participants directly with those of the Company and Shareholders, and motivating the performance of Eligible Participants.

Duration

Subject to any early termination as may be determined by the Board pursuant to the Scheme Rules, the Scheme shall be valid and effective for a term of ten (10) years commencing on the Adoption Date (SAS).

Administration

The Share Award Scheme shall be administered by the Administration in its absolute discretion with such powers and duties conferred on it by the Board, in accordance with the rules governing the Share Award Scheme and subject to the Listing Rules, provided that no member of the Administration shall participate in any deliberation or decision in respect of Awards to be granted to such member or held by such member. A decision of the Administration shall be final and binding on all persons affected thereby, subject to the power of the Board of administration.

Eligible Participants

The Administration may, from time to time, select any Eligible Participant to be a Selected Participant, grant an Award to such Selected Participant during the Share Award Scheme Period, and determine the terms and conditions of the Awards and the vesting of Award Shares. Eligible Participant includes the Employee Participants and the Service Providers, provided that it is not an Excluded Participant.

Maximum number of Shares subject to the Share Award Scheme

Pursuant to the Listing Rules, the total number of shares which may be issued or transferred out of treasury in respect of all options and awards to be granted under all of the schemes of the Company must not in aggregate exceed 10% of the number of Shares in issue as at the EGM date, excluding treasury shares (or such other percentage which may be specified by the Stock Exchange from time to time), unless such scheme mandate limit shall have been refreshed in accordance with the requirements of the Listing Rules. Any options or awards lapsed in accordance with the terms of its relevant scheme shall not be regarded as utilised for the purposes of calculating the scheme mandate limit and the service provider sublimit. The Company proposed (i) the Scheme Mandate Limit (SOS) to be 5.0% (including the Service Provider Sublimit (SOS)) of the issued share capital of the Company (excluding Treasury Shares) on the Adoption Date (SOS) and (ii) the Scheme Mandate Limit (SAS) to be 5.0% (including the Service Provider Sublimit (SAS)) of the issued share capital of the Company (excluding Treasury Shares) on the Adoption Date (SAS).

As at the date of this announcement, the number of issued Shares was 1,111,006,000 Shares. Assuming that there is no change in the number of issued Shares between the date of this announcement and the Adoption Date (SAS), the total number of Shares to be issued or transferred out of treasury and available to be awarded under the Share Award Scheme and any other share award scheme would be 55,550,300 Shares, representing 5.0% of the issued share capital of the Company (excluding Treasury Shares) on the Adoption Date (SAS). As at the date of this announcement, the Company did not have any Treasury Shares. The Company may intend to use Treasury Shares, if any, for the Share Award Scheme.

The Service Provider Sublimit (SAS), which is within the Scheme Mandate Limit (SAS), on the total number of Shares which may be issued or transferred out of treasury in respect of all Awards to Service Providers under the Share Award Scheme and any other share award scheme will be 5,555,030 Shares, being 0.5% of the total number of Shares in issue (excluding Treasury Shares) on the Adoption Date (SAS).

Maximum entitlement of each Eligible Participant

No Award Shares shall be granted to any Eligible Participant (excluding any Director, chief executive or substantial shareholder of the Company, or any of their respective associates) if such grant of Award Shares to such person would result in the Shares issued and to be issued or transferred and to be transferred out of treasury in respect of all award shares and options granted (excluding any award shares and share options lapsed) in accordance with the terms of the Share Award Scheme and other share scheme(s) adopted by the Company to such person in the 12-month period (or such other time period as may be specified by the Stock Exchange from time to time) up to and including the date of such grant representing in aggregate over 1% (or such other percentage as may be specified by the Stock Exchange from time to time) of Shares in issue (excluding treasury shares, if any) on the date of grant shall take effect, unless:

(a) such grant has been duly approved, in the manner prescribed by the relevant provisions of the Listing Rules (including but not limited to Chapter 17 of the Listing Rules, by resolution of the Shareholders in general meeting, at which such person and his/her close associates (as defined under the Listing Rules) (or his/her associates if such person is a connected person) shall abstain from voting;

(b) a circular regarding the grant has been dispatched to the Shareholders in a manner complying with, and containing the information specified in, the relevant provisions of the Listing Rules (including but not limited to Chapter 17 of the Listing Rules); and

(c) the number and terms of such Award Share are fixed before the general meeting of the Company at which the same are approved.

Each grant of an Award to any Director, chief executive or substantial shareholder of the Company, or any of their respective associates, must be approved by the INEDs (excluding any INED who is a proposed recipient of the grant of an Award). In addition:

(a) where any grant of Award Shares to any Director (other than an INED) or chief executive of the Company, or any of their respective associates, would result in the Shares issued and to be issued or transferred and to be transferred out of treasury in respect of all award shares granted (excluding any award shares lapsed in accordance with the terms of the Share Award Scheme and other share award scheme(s) of the Company (if any)) to such person in the 12-month period (or such other time period as may be specified by the Stock Exchange from time to time) up to and including the date of such grant representing in aggregate over 0.1% (or such other percentage as may be specified by the Stock Exchange from time to time) of the Shares in issue (excluding treasury shares, if any) as at the date of such grant, such further grant of Award Shares must be approved by Shareholders in general meeting with a circular sent to the Shareholders in the manner required, and subject to the requirements set out, in the Listing Rules; and

(b) where any grant of Award Shares to an INED or a substantial shareholder of the Company, or any of their respective associates, would result in Shares issued and to be issued or transferred and to be transferred out of treasury in respect of all award shares and options granted (excluding any award shares and options lapsed in accordance with the terms of the Share Award Scheme and other share scheme(s) adopted by the Company) to such person in the 12-month period (or such other time period as may be specified by the Stock Exchange from time to time) up to and including the date of such grant, representing in aggregate over 0.1% (or such other percentage as may be specified by the Stock Exchange from time to time) of Shares in issue (excluding treasury shares, if any) as at the date of such grant such further grant of Award Shares must be approved by Shareholders in general meeting with a circular sent to the Shareholders in the manner required, and subject to the requirements set out, in the Listing Rules.

In the circumstances described in paragraphs (a) and (b) above, the Company must send a circular to the Shareholders. The Selected Participants, his/her associates and all core connected persons of the Company will be required to abstain from voting in favour at such general meeting.

Vesting period

Subject to the Listing Rules, the Administration may from time to time while the Share Award Scheme is in force and subject to all applicable laws, determine such vesting criteria and conditions (including but not limited to performance targets) or periods for the Award to be vested hereunder. Upon the satisfaction (or waiver) of all such terms and conditions, an Award will vest on the Vesting Date in the Grant Instrument (as defined below), upon which the relevant number of Award Shares will be transferred and/or issued to the Selected Participant.

The Vesting Date in respect of any Award shall not be a date which is within 12 months from the Grant Date.

For the avoidance of doubt, the vesting period in respect of any Award granted shall be not less than 12 months from the Grant Date.

Conditions Precedent

The Share Award Scheme will take effect upon the satisfaction of the following conditions:

(a) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, Share(s) which may be issued in respect of Awards that are made under the Share Award Scheme; and

(b) the Share Award Scheme having been approved by the Shareholders in general meeting of the Company.

Restrictions

No Award shall be made to Selected Participants:

(a) after inside information (having the meaning as defined in the SFO) has come to the Company's knowledge until (and including) the trading day after such inside information has been announced in accordance with the relevant requirements of the Listing Rules;

(b) during the period commencing thirty (30) days immediately before the earlier of:

  (i) the date of the Board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and

  (ii) the deadline for the Company to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules);

  and ending on the date of results announcement (including any period of delay in the publication of such results announcement);

(c) during any other periods of time stipulated by the Listing Rules from time to time in relation to any restriction on the time of grant of awards; or

(d) in any other circumstances where dealings by a Selected Participant (including a Director) are prohibited under the Listing Rules, the SFO or other applicable laws or regulations or where the requisite approval from applicable regulatory authorities has not been granted.

Offer and Acceptance

The Board shall, subject to the terms of the Share Award Scheme and the Listing Rules, be entitled (but shall not be bound) at any time and from time to time on any Business Day within a period of ten (10) years commencing on the Adoption Date (SAS), to award to such Eligible Participant as it may in its absolute discretion select, and subject to such conditions as the Board may think fit, to subscribe for such number of Shares (being a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof), provided that no such award shall be made if a prospectus is required to be issued under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong) or any applicable laws or if such award will result in the breach by the Company or the Directors of any applicable securities laws and regulations in any jurisdiction.

The Company shall issue a letter agreement to any Selected Participant in such form as the Administration may from time to time determine, specifying the Grant Date, the number of Award Shares underlying the Award, the granting and/or vesting criteria and conditions (including but not limited to performance targets (if any)), the purchase price of Award Shares (if any) and the Vesting Date and such other details as they may consider necessary ("**Grant Instrument**").

Subject to the provisions of the terms of the Share Award Scheme and the applicable laws, the Administration may, on a case-by-case basis, impose any conditions, restrictions or limitations in relation thereto in addition to those expressly set forth in the terms of the Share Award Scheme as it may think fit. Save as determined by the Administration and provided in the Grant Instrument, there is no performance target attached to Awards to be granted under the Share Award Scheme.

Upon receipt of the Grant Instrument, the Selected Participants are required to confirm their acceptance of the Award by returning to the Company a notice of acceptance duly executed by them together with all information and documents as requested by the Company in the Grant Instrument within 10 business days after the Grant Date (the "**Acceptance Period**") together with a payment of HK$1.00 or such other nominal amount (if any) in favour of the Company as consideration for the grant thereof as the Administration may determine. The Award may be accepted by the Selected Participant in respect of less than the number of the Award Shares which are offered provided that it is accepted in respect of a board lot for dealing in Shares on the Stock Exchange or an integral multiple thereof and such number is clearly stated in the notice of acceptance. If any Selected Participant fails to return the notice of acceptance or to provide any requested information and documents upon the expiration of the Acceptance Period to the Company, the Award automatically lapses forthwith.

The purchase price of the Award Shares (if any) shall be such price as determined by the Administration based on the prevailing closing price of the Shares, the purpose of the Award, other granting or vesting terms such as the number of Award Shares concerned, and the remuneration packages of the Selected Participants.

Award of Shares

The Company shall issue a Grant Instrument to each Selected Participant in such form as the Administration may from time to time determine, specifying the grant date, the number of Award Shares underlying the Award, the granting and/or vesting criteria and conditions (including but not limited to performance targets (if any)), the purchase price of Award Shares (if any) and the Vesting Date and such other details as they may consider necessary. The purchase price of the Award Shares (if any) shall be such price as determined by the Administration based on the prevailing closing price of the Shares, the purpose of the Award, other granting or vesting terms such as the number of Award Shares concerned, and the remuneration packages of the Selected Participants. Upon the satisfaction (or waiver) of all such terms and conditions, an Award will vest on the Vesting Date stated in the Grant Instrument, upon which the relevant number of Award Shares will be transferred and/or issued to the Selected Participant.

Subject to the provisions of the Rules (SAS) and the applicable laws, the Administration may, on a case-by-case basis, impose any conditions, restrictions or limitations in relation thereto in addition to those expressly set forth in the Rules (SAS) as it may think fit. Save as determined by the Administration and provided in the Grant Instrument, there is no performance target attached to Awards to be granted under the Share Award Scheme. The Board considers that it is impractical to establish a standardised set of performance targets within the Share Award Scheme due to the varying roles and contributions of each Selected Participant to the Group. The Board is of the view that retaining flexibility in determining suitable conditions for performance targets on a case-by-case basis is more beneficial to the Company. In the event that performance targets are to be imposed, the Administration will consider factors such as cash flow, earnings, earnings per share, market value, economic value added, profits, return on assets, return on equity, return on investment, sales, revenue, customer satisfaction metrics, operating results, and any other goals determined by the Board. The Group will assess and evaluate the performance targets on a case-by-case basis using its internal assessment system. Past contributions and future value potential of each Eligible Participant will be considered, taking into account factors such as their nature of duties.

Further details of the Share Award Scheme will be set out in the circular to be despatched to the Shareholders.

EGM & RECORD DATE FOR THE EGM

The EGM will be held on Monday, 29 June 2026 at 10:15 a.m. (or immediately after the annual general meeting of the Company to be held on the same date, whichever is later). The record date for the EGM is Monday, 29 June 2026. There will be no book close period in respect of the EGM.

However, Shareholders shall note that in the circular of the Company dated 5 June 2026 in relation to the annual general meeting (the "**AGM**") of the Company to be convened on at 10:00 a.m. on 29 June 2026, the Company has announced that the register of members will be closed from Wednesday, 24 June 2026 to Monday, 29 June 2026 both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the AGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong for registration no later than 4:30 p.m. on Tuesday, 23 June 2026.

As such, in order to establish the right to attend and vote at the EGM, all transfers, accompanied by the relevant share certificates, must be lodged with the Company's Hong Kong branch share registrar and transfer office, Boardroom Share Registrars (HK) Limited at 2103B, 21/F, 148 Electric Road, North Point, Hong Kong no later than 4:30 p.m. on Tuesday, 23 June 2026.

A circular containing, among other matters, (i) details of the proposed adoption of the New Share Option Scheme; (ii) details of the proposed adoption of the Share Award Scheme; and (iii) the notice convening the EGM will also be despatched to the Shareholders in due course.

As at the date of this announcement, the proposed adoptions of the New Share Option Scheme and the Share Award Scheme are both subject to the approval of the Shareholders. Potential investors of the Company are advised to exercise caution when dealing in the Company's securities.

DEFINITIONS

In this announcement, the following expressions have the meanings as set out below unless the context requires otherwise:

"2017 Share Option Scheme"	the share option scheme adopted by the Company on 23 June 2017, which will expire on 22 June 2027

"Administration"	the Board, Remuneration Committee, and/or delegate(s) of the aforementioned in charge of the operation and all other aspects of the Share Award Scheme
"Adoption Date (SAS)"	the date of approval of the Share Award Scheme on the EGM
"Adoption Date (SOS)"	the date of approval of the Share Award Scheme on the EGM
"Articles"	the articles of association of the Company
"associate(s)"	has the meaning as defined in the Listing Rules
"Award(s)"	an award, in the form of conditional vesting of Award Shares to a Selected Participant, granted by the Administration to a Selected Participant, under which Award Shares may be vested in accordance with the terms of the Rules (SAS)
"Award Share(s)"	the Share(s) granted to a Selected Participant in an Award
"Awardee"	any Selected Participant who accepts the Award Shares in accordance with the terms of the Share Award Scheme
"Board"	the board of Directors
"Business Day"	any day on which the Stock Exchange is open for the business of dealing in securities listed thereon

"close associate(s)"	has the meaning as defined in the Listing Rules
"Company"	CT Vision (International) Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 994)
"connected person(s)"	has the meaning as defined in the Listing Rules
"core connected person(s)"	has the meaning as defined in the Listing Rules
"Director(s)"	the director(s) of the Company
"EGM"	the extraordinary general meeting of the Company to be held at 2/F, A Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong, on Monday, 29 June 2026 at 10:15 a.m. (or immediately after the annual general meeting of the Company to be held on the same date, whichever is later)
"Eligible Participant(s)"	(i) the Employee Participants; and (ii) the Service Provider(s), provided that the Board may have absolute discretion to determine whether or not one falls within the above categories but exclusive of the Excluded Participants
"Employee Participant(s)"	the director(s) and employee(s) (whether full-time or part-time) of the Company or any of its subsidiaries (including persons who are granted Options under the New Share Option Scheme or an Awards under the Share Award Scheme as inducement to enter into employment contracts with the Group)

"Excluded Participant(s)"	an individual who is a resident in a place where the grant, acceptance or vesting of a grant of Option pursuant to the New Share Option Scheme or (as the case may be) an Award pursuant to the Share Award Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or its delegate(s), compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such individual
"Exercise Price"	the price per Share at which a Grantee may subscribe for Shares on the exercise of an Option
"Grant"	an offer for the grant of an Option made in accordance with the terms of the New Share Option Scheme
"Grantee"	any Selected Participant who accepts the Grant in accordance with the terms of the New Share Option Scheme
"Grant Date"	the date on which a Grant is made to an Eligible Participant
"Group"	the Company and its subsidiaries from time to time, and "members of the Group" shall mean the Company and/or any of its subsidiary(ies)
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China
"INED"	an independent non-executive Director

"inside information"	has the meaning defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended from time to time
"Listing Committee"	has the meaning as defined in the Listing Rules
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"New Share Option Scheme"	the new share option scheme proposed to be adopted by the Company at the EGM
"Option(s)"	any option(s) to be granted to Selected Participant(s) to subscribe for Share(s) under the New Share Option Scheme
"Remuneration Committee"	the remuneration committee of the Board
"Rules (SAS)"	the rules of the Share Award Scheme as amended from time to time
"Rules (SOS)"	the rules of the New Share Option Scheme as amended from time to time
"Selected Participant(s)"	an Eligible Participant approved for participation in the New Share Option Scheme, or (as the case may be) the Share Award Scheme and who has been granted any Grant or the Award

"Scheme Mandate Limit (SAS)"	55,550,300 Shares, representing 5.0% of the issued share capital of the Company (excluding Treasury Shares but including the Service Provider Sublimit (SAS)), being the total number of Shares in respect of which Shares may be awarded to the Eligible Participants pursuant to the Share Award Scheme or any other share award scheme of the Company, assuming there is no change in the issued share capital of the Company from the date of this announcement up to the date of EGM
"Scheme Mandate Limit (SOS)"	55,550,300 Shares, representing 5.0% of the issued share capital of the Company (excluding Treasury Shares but including the Service Provider Sublimit (SOS)), being the total number of Shares in respect of which the Options may be granted to the Eligible Participants pursuant to the New Share Option Scheme and any other share option schemes of the Company, assuming there is no change in the issued share capital of the Company from the date of this announcement up to the date of EGM
"Service Provider(s)"	person(s) who provide services to any member of the Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of the Group, which include any independent contractor to any area of business or business development of the Group, but exclude any placing agent or financial adviser providing advisory services for fundraising, mergers or acquisitions, and other professional services providers such as auditors or valuers

"Service Provider Sublimit (SAS)"	the sublimit within the Scheme Mandate Limit (SAS), which represents the total number of Shares that may be allotted and issued or transferred out of treasury in respect of all Shares to be granted to the Service Providers under the Share Award Scheme, for the time being of the Company will be 5,555,030 Shares, being 0.5% of the total number of Shares in issue (excluding Treasury Shares) on Adoption Date (SAS)
"Service Provider Sublimit (SOS)"	the sublimit within the Scheme Mandate Limit (SOS), on the total number of Shares which may be allotted and issued or transferred out of treasury in respect of all Options to be granted to the Service Providers under the New Share Option Scheme, for the time being of the Company will be 5,555,030 Shares, being 0.5% of the total number of Shares in issue (excluding Treasury Shares) on Adoption Date (SOS)
"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Share Award Scheme"	the share award scheme proposed to be adopted by the Company at the EGM
"Share Award Scheme Period"	a period of ten (10) years with effect from the Adoption Date (SAS)
"Shareholder(s)"	holder(s) of the issued Share(s) from time to time
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial Shareholder"	has the meaning as defined in the Listing Rules
"Termination Date"	close of business of the Company on the date which falls ten (10) years after the Adoption Date (SOS)

"Treasury Shares"	Shares repurchased and held by the Company in treasury, as authorised by the laws of the Cayman Islands and the Articles which include Shares repurchased by the Company and held or deposited in the Central Clearing and Settlement System established and operated by the Hong Kong Securities Clearing Company Limited for sale on the Stock Exchange. For the purposes of the New Share Option Scheme and Share Award Scheme, new Shares include Treasury Shares and the issue of new Shares includes the transfer of Treasury Shares
"Vesting Date"	the date or dates, as determined from time to time by the Board or the Administration, on which the Option or the Award (or part thereof) is to vest in the relevant Selected Participant as set out in the relevant grant documents, unless a different Vesting Date is deemed to occur by the operation of Rules (SOS) or (as the case may be) Rule (SAS), the Listing Rules, other applicable laws or regulations
"Vesting Period"	the period for Options or Awards, starting from the date of Grant or Award (as the case may be) and up to the date the Option or Award (as the case may be) is vested on the Grantee or Awardee (as the case may be) , which shall not be less than 12 months and may be subject to a shorter vesting period under specific circumstances as set out in the letter of Grant or letter of Award as determined by the Board or the Remuneration Committee
"HK$"	Hong Kong dollar(s), the lawful currency of Hong Kong

"%"	per cent.

By order of the Board
CT Vision (International) Holdings Limited
Sun Dexin
Executive Director

Hong Kong, 10 June 2026

As at the date of this announcement, the Board comprises five executive Directors, namely Mr. Wu Rui, Mr. Guo Jianfeng, Mr. Ding Ji, Mr. Sun Dexin and Mr. Lian Mingcheng, one non-executive Director, namely Dr. Ho Chun Kit Gregory, and three independent non-executive Directors, namely Dr. Lin Tat Pang, Dr. Yang Sen and Ms. Liu Zhen.