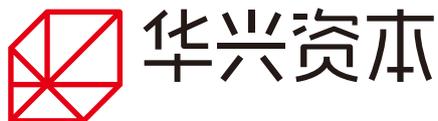


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# **CHINA RENAISSANCE HOLDINGS LIMITED**

## **華興資本控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 1911)**

### **(1) ADOPTION OF SHARE AWARD SCHEME**

### **(2) PROPOSED SCHEME MANDATE TO ISSUE SHARES**

### **UNDER THE SHARE AWARD SCHEME**

#### **ADOPTION OF SHARE AWARD SCHEME**

On May 27, 2022, the Board adopted the Scheme, in which all employees (including without limitation any Directors), officers and consultants of the Group are entitled to participate.

#### **PROPOSED SCHEME MANDATE TO ISSUE SHARES UNDER THE SHARE AWARD SCHEME**

An ordinary resolution will be proposed at the EGM for the Shareholders to consider and, if thought fit, the Scheme Mandate, subject to the listing division of the Stock Exchange granting the listing of and permission to deal in any Shares to be allotted and issued under the Scheme Mandate. An application will be made to the listing division of the Stock Exchange for the listing of and the permission to deal in 18,000,000 Shares which is proposed to be allotted and issued to the Trustee to satisfy any Awards to Selected Participants who are not connected persons of the Company.

#### **GENERAL**

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Scheme Mandate. A circular containing, among other things, details of the Scheme Mandate and a notice convening the EGM, will be despatched to the Shareholders in due course in accordance with the requirements of the Listing Rules and the articles of association of the Company.

## **ADOPTION OF SHARE AWARD SCHEME**

On May 27, 2022, the Board adopted the Scheme, in which all employees (including without limitation any Directors), officers and consultants of the Group are entitled to participate. A summary of the Scheme Rules is set out below:

### **Purpose**

The purposes of the Scheme are to align the interests of Eligible Persons 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 enable Eligible Persons, upon whose judgment, initiative and efforts the Group largely depends for the successful conduct of its business, to make contributions to the long-term growth and profits of the Group and share in the success of the Group.

### **Duration**

Unless terminated by the Board, the Scheme shall be valid and effective for a period of 10 years commencing on the Adoption Date, and thereafter for so long as there are any non-vested Award Shares relating to Awards granted prior to the expiration of the Scheme.

### **Administration**

The Board shall be responsible for administering the Scheme in accordance with the Scheme Rules.

### **Operation**

Subject to the Scheme Rules, the Board may, from time to time, select any Eligible Person to be a Selected Participant and grant an Award to such Selected Participant during the duration of the Scheme. Each grant of an Award to any Director shall be subject to the prior approval of the remuneration committee of the Board (excluding any member who is a proposed recipient of the Award) and the independent non-executive Directors (excluding any independent non-executive Director who is a proposed recipient of the Award).

The underlying Award Shares to satisfy the Awards (including potential Awards) may be purchased on-market at prevailing market prices from funds provided by the Company or issued and allotted as new Shares by the Company on terms and at issue prices (including at par value) as shall be determined by the Board and from funds provided by the Company. The Company may appoint a trustee to acquire and hold such Award Shares and related income on trust for, and to distribute such Award Shares and related income to Selected Participants, and the trustee shall hold the Award Shares and related income on trust for the Selected Participants in accordance with the Scheme Rules and pursuant to the trust deed or such other governing documents of such trust arrangements.

Subject to the Scheme Rules and terms of the Award, as soon as practicable following the vesting of the Award Shares, the Board shall direct or procure the transfer of the relevant vested Award Shares and related income, or, as the case may be, pay the actual selling price of the relevant vested Award Shares and related income to, the Selected Participant.

## **Restrictions**

No Award shall be made and no instructions to acquire Shares on-market shall be given to the trustee (i) where any Director is in possession of unpublished inside information in relation to the Company or where dealings by Directors are prohibited under any code or requirement of the Listing Rules or any applicable laws rules or regulations, and (ii) during the period of 60/30 days immediately preceding the publication date of the annual/half-year results.

## **New Share Limit**

Unless altered by the Board pursuant to the Scheme Rules and subject to applicable laws, the Company shall not issue or allot more than 18,000,000 Shares (representing approximately 3.3% of the total number of issued Shares as at the Adoption Date) for the purpose of satisfying the vesting of Award Shares underlying all Awards granted pursuant to the Scheme (the “**New Share Limit**”). For the avoidance of doubt, (a) in the event that the Board increases the New Share Limit, any subsequent additional issue and allotment of new Shares shall only be made in accordance with the Company’s Memorandum and Articles of Association and applicable laws (including the Listing Rules), and (b) this does not restrict the powers of the Company (or through a trustee) to purchase Shares on market to satisfy the vesting of Award Shares underlying Awards granted pursuant to the Scheme.

## **Voting Rights**

Neither the trustee nor any Selected Participant shall exercise any voting rights in respect of any Shares held on trust that have not yet vested.

## **Vesting and Forfeiture**

The Board may determine or modify the terms and conditions of the Awards, including but not limited to, among others, the vesting periods, vesting criteria and other conditions. Vesting of the Shares will be conditional on the Selected Participant remaining an employee of the Group until and on each of the relevant vesting dates and his/her execution of the relevant documents to effect the transfer from the trustee.

If a Selected Participant ceases to be an Eligible Person by reason of his or her death or for any other reason, any outstanding awarded Shares and related income not yet vested shall be immediately forfeited, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

If a Selected Participant ceases to be an Eligible Person by reason of his or her retirement, any outstanding Award Shares and related income not yet vested shall continue to vest, unless the Board or its delegate(s) determines otherwise at their absolute discretion.

If there is an event of change in control of the Company by way of a merger, a privatisation of the Company by way of a scheme or by way of an offer, the vesting of any awarded Shares may be accelerated and/or the vesting conditions or criteria of any Awards may be amended or waived at the sole discretion of the Board or its delegate(s).

## **Termination**

The Scheme shall terminate on the earlier of the 10th anniversary of the Adoption Date or such earlier date of termination as determined by the Board provided that such termination shall not affect any outstanding Awards or rights of any Selected Participant.

## **PROPOSED SCHEME MANDATE TO ISSUE SHARES UNDER THE SHARE AWARD SCHEME**

Subject to the Shareholders' approval at the EGM, the Board proposes to issue 18,000,000 new Shares (representing approximately 3.3% of the total number of issued Shares as at the Adoption Date) to the Trustee which will, upon instructions of the Board or its delegate(s) at their absolute discretion, hold such Shares on trust for Selected Participants who are not connected persons of the Company and deal with such Shares pursuant to the trust arrangement and Scheme Rules. No Shares issued pursuant to the Scheme Mandate will be used to satisfy any Awards granted to connected persons of the Company.

The Trustee will be established for the sole purpose of holding Shares on trust for Selected Participants and will be independent of the Company and connected persons of the Company.

An ordinary resolution will be proposed at the EGM for the Shareholders to consider and, if thought fit, approve the Scheme Mandate, subject to the listing division of the Stock Exchange granting the listing of and permission to deal in the Shares to be allotted and issued under the Scheme Mandate. The Scheme Mandate, once granted, shall remain in effect during the period from the passing of the ordinary resolution granting the Scheme Mandate until its renewal, variation or revocation by an ordinary resolution of the Shareholders in a general meeting.

An application will be made to the listing division of the Stock Exchange for the listing of and the permission to deal in 18,000,000 Shares which is proposed to be allotted and issued to the Trustee to satisfy any Awards made under the Scheme to Selected Participants who are not connected persons of the Company.

## **REASONS FOR THE ADOPTION OF THE SHARE AWARD SCHEME AND THE SCHEME MANDATE**

The Scheme will complement the existing equity incentive plans of the Company, namely the ESOP and the 2018 RSU Plan, and will allow the Company to continue to provide equity incentives to Eligible Persons so as to continue to serve its intended purposes of aligning the interests of Eligible Persons 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 enable Eligible Persons to make contributions to the long-term growth and profits of the Group and share in the success of the Group. The Scheme Mandate will provide flexibility to the Directors as to the manner of satisfaction of the Awards upon the vesting thereof. The Directors therefore consider that the adoption of the Scheme and the Scheme Mandate are in the interests of the Company and its Shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

### **The Scheme**

The Scheme does not constitute a share option scheme under Chapter 17 of the Listing Rules and is a discretionary scheme of the Company. No approval of the Shareholders is required to adopt the Scheme. However, where any grant of Awards is proposed to be made to any connected person, the Company shall comply with such provisions of the Listing Rules as may be applicable.

### **The Scheme Mandate**

The Scheme Mandate is conditional upon, among other things, the approval by the Shareholders by ordinary resolution to be passed at the EGM. None of the Shareholders or their associates have any interest in the Scheme Mandate. Accordingly, no Shareholders will be required to abstain from voting on the resolution relating to the Scheme Mandate at the EGM.

## **GENERAL**

The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Scheme Mandate. A circular containing, among other things, details of the Scheme Mandate and a notice convening the EGM, will be despatched to the Shareholders in due course in accordance with the requirements of the Listing Rules and the articles of association of the Company.

## DEFINITIONS

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

<b>“2018 RSU Plan”</b>	the China Renaissance Holdings Limited 2018 Restricted Share Unit Plan as approved by Board on June 15, 2018
<b>“Adoption Date”</b>	May 27, 2022, being the date on which the Company adopted the Scheme
<b>“associate”</b>	has the meaning ascribed thereto under the Listing Rules
<b>“Award”</b>	an award granted under the Scheme by the Board to a Selected Participant, which may vest in the form of Award Shares or the actual selling price of the Award Shares in cash in accordance with the Scheme Rules and the terms of the Award
<b>“Award Shares”</b>	the Shares granted to a Selected Participant in an Award
<b>“Board”</b>	board of directors of the Company
<b>“Company”</b>	China Renaissance Holdings Limited (華興資本控股有限公司), an exempted company with limited liability incorporated under the laws of the Cayman Islands
<b>“connected person(s)”</b>	has the meaning ascribed to it under the Listing Rules
<b>“Director(s)”</b>	the director(s) of the Company
<b>“EGM”</b>	the extraordinary general meeting of the Company to be held for the purpose of considering and, if thought fit, approving the Scheme Mandate

<b>“Eligible Person”</b>	any person, being an employee, a director (including executive directors, non-executive directors and independent non-executive directors), officer, consultant, of any member of the Group (including nominees and/or trustees of any employee benefit trust established for them) whom the Board or its delegate considers, in their sole discretion, to have contributed or will contribute to the Group; provided however, no such person who is resident in a place where the grant, acceptance or vesting of an Award pursuant to the Scheme is not permitted under the laws and regulations of such place or where, in the view of the Board or its delegate, compliance with applicable laws and regulations in such place makes it necessary or expedient to exclude such person, shall be entitled to participate in the Scheme and such person shall therefore be excluded from the term Eligible Person
<b>“ESOP”</b>	the employees’ share option plan of the Company as approved by the Board on August 24, 2012, which was amended and restated on March 1, 2013, April 27, 2015, and June 5, 2018
<b>“Group”</b>	the Company and its subsidiaries
<b>“Listing Rules”</b>	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
<b>“Scheme” or “Share Award Scheme”</b>	the share award scheme governed by the Scheme Rules and adopted by the Company on the Adoption Date pursuant to a resolution of the Board
<b>“Scheme Mandate”</b>	a specific unconditional mandate proposed to be granted by the Shareholders to the Board to issue and allot 18,000,000 new Shares to the Trustee to satisfy any Awards to Selected Participants who are not connected persons of the Company
<b>“Scheme Rules”</b>	the rules governing the Scheme
<b>“Selected Participant”</b>	any Eligible Person approved for participation in the Scheme and who has been granted any Award in accordance with the Scheme Rules
<b>“Share(s)”</b>	ordinary share(s) in the share capital of the Company with a par value of US\$0.000025 each

“Shareholders”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trustee”	an entity to be established for the sole purpose of holding the Shares underlying Awards on trust for Selected Participants issued pursuant to the Scheme
“US\$”	United States dollars, the lawful currency of the United States of America

By order of the Board  
**China Renaissance Holdings Limited**  
**Bao Fan**  
*Chairman of the Board and Executive Director*

Hong Kong, May 27, 2022

*As at the date of this announcement, the Board comprises Mr. Bao Fan as Chairman and Executive Director, Mr. Xie Yi Jing and Mr. Wang Lixing as Executive Directors, Mr. Li Eric Xun, Mr. Liu Xing and Mr. Lin Ning David as Non-executive Directors, and Ms. Yao Jue, Mr. Ye Junying and Mr. Zhao Yue as Independent Non-executive Directors.*