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JINGRUI HOLDINGS LIMITED

景瑞控股有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 01862)

PROPOSED ADOPTION OF SHARE OPTION SCHEME

The Board proposes the adoption of the Share Option Scheme at the forthcoming Annual General Meeting.

The Share Option Scheme is a share incentive scheme prepared in accordance with Chapter 17 of the Listing Rules.

The Share Option Scheme will provide the Eligible Participants an opportunity to have a personal stake in the Company with the view to achieving the following objectives:

- (i) motivate the Eligible Participants to optimize their performance efficiency for the benefit of the Group; and
- (ii) attract and retain or otherwise maintain an on-going business relationship with the Eligible Participants whose contributions are or will be beneficial to the long-term growth of the Group.

The Share Option Scheme is conditional upon:

- (i) the Listing Committee of the Stock Exchange granting the listing of and permission to deal in the Shares which may fall to be issued pursuant to the exercise of options to be granted under the Share Option Scheme; and
- (ii) the passing of ordinary resolution(s) by the Shareholders at the Annual General Meeting to approve and adopt the Share Option Scheme, authorize the Board to grant Share Options under the Share Option Scheme, to allot and issue Shares pursuant to the exercise of any Share Options to be granted pursuant to the Share Option Scheme.

The principal terms of the Share Option Scheme will be set out in the Circular. The Circular, together with the notice of the Annual General Meeting and proxy form will be despatched to the Shareholders on or about 28 March 2019.

DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at 8/F, Building B, BenQ Plaza, 207 Songhong Road, Changning District, Shanghai, on Tuesday, 7 May 2019 at 10:00 a.m., or where the context so admits any adjournment thereof
“Board”	board of Directors
“Circular”	the circular of the Company containing, among other things, details of the Share Option Scheme and other matters to be transacted at the Annual General Meeting
“Company”	Jingrui Holdings Limited, a company incorporated in the Cayman Islands with limited liability
“Director(s)”	the director(s) of the Company
“Eligible Participant(s)”	means the following persons: <ul style="list-style-type: none">(i) any executives or directors (including non-executive directors and independent non-executive directors) of the Group; and(ii) any employees of senior management level of the Group
“Group”	the Company and its subsidiaries
“Listing Committee”	the listing sub-committee of the board of directors of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchanges, as amended from time to time
“Share Option(s)”	share option(s) to be granted under the Share Option Scheme
“Share Option Scheme”	the share option scheme of the Company proposed to be adopted by the Shareholders at the Annual General Meeting
“Share(s)”	ordinary share(s) of nominal value of US\$0.01 each in the capital of the Company

“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent

By order of the Board
Jingrui Holdings Limited
Yan Hao Chen Xin Ge
Co-chairmen

Hong Kong, 26 March 2019

As at the date of this announcement, the Board comprises Yan Hao, Chen Xin Ge, Xu Chao Hui and Xu Hai Feng, as executive directors of the Company; Han Jiong, Qian Shi Zheng and Lo Wing Yan William, as independent non-executive directors of the Company.

* *For identification purpose only*