

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of the Company.

ALTUS
ALTUS HOLDINGS LIMITED
浩德控股有限公司
(incorporated in the Cayman Islands with limited liability)
(Stock Code: 8149)

**CONNECTED TRANSACTION
GRANT OF SHARE AWARDS**

The Board is pleased to announce that on 3 July 2019, the Board has resolved to award conditionally an aggregate of 1,940,000 Awarded Shares to nine Grantees for the purposes of recognising and rewarding their contributions, as well as retaining and motivating them for the continual operation and development of the Group.

As one Grantee, who has been awarded 750,000 Awarded Shares, is an executive director of a wholly-owned subsidiary of the Group and is therefore a connected person of the Company at the subsidiary level, the Connected Grant constitutes a non-exempt connected transaction on the part of the Company under Chapter 20 of the GEM Listing Rules and is subject to reporting, announcement, independent financial advice and independent shareholders' approval requirements. The remaining eight Grantees, who have been awarded 1,190,000 Awarded Shares in aggregate, are not connected persons of the Company or associates of connected persons of the Company.

The Grant to Selected Employees is conditional upon, among other things, the approval of the Selected Employees Specific Mandate by the Shareholders at the EGM. The Connected Grant is conditional upon, among other things, the approval of the Connected Grant and the Connected Grant Specific Mandate by the Independent Shareholders at the EGM. The EGM is expected to be convened on 8 August 2019.

The Company has established the Independent Board Committee comprising all the independent non-executive Directors, to advise the Independent Shareholders in connection with the Connected Grant and the Connected Grant Specific Mandate. The Company will appoint an independent financial adviser to advise the Independent Board Committee and Independent Shareholders in relation to the same.

A circular containing, among other things, (i) further details of the Share Awards, the Selected Employees Specific Mandate, the Connected Grant and the Connected Grant Specific Mandate; (ii) the advice and recommendations from the Independent Board Committee in respect of the Connected Grant and the Connected Grant Specific Mandate; (iii) a letter from the independent financial adviser containing its advice to the Independent Board Committee and the Independent Shareholders in respect of the Connected Grant and the Connected Grant Specific Mandate; and (iv) the notice of EGM, will be despatched to the Shareholders on or before 22 July 2019.

The board (the “**Board**”) of directors (the “**Directors**”) of Altus Holdings Limited (the “**Company**”) is pleased to announce that on 3 July 2019, the Board resolved to make conditional awards (the “**Share Awards**”) of an aggregate of 1,940,000 new shares (“**Awarded Shares**”) of HK\$0.01 each in the share capital of the Company (“**Shares**”), credited as fully paid at a price of HK\$0.01 each, as an incentive bonus to nine employees (the “**Grantee(s)**”) of the Company and its subsidiaries (the “**Group**”) for the purposes of recognising and rewarding their contributions, as well as retaining and motivating them for the continual operation and development of the Group. The Awarded Shares will be issued and allotted to the Grantees pursuant to specific mandates under Rule 17.39(1) of the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), where (i) 1,190,000 Awarded Shares have conditionally been awarded to eight employees (“**Selected Employees**”) of the Group (the “**Grant to Selected Employees**”); and (ii) 750,000 Awarded Shares have conditionally been awarded to an executive director of a wholly-owned subsidiary of the Group (the “**Connected Grant**”). The Awarded Shares under the Grant to Selected Employees will be issued under a specific mandate for the aforesaid 1,190,000 Awarded Shares (“**Selected Employees Specific Mandate**”) while the Awarded Shares under the Connected Grant will be issued under a specific mandate for the aforesaid 750,000 Awarded Shares (“**Connected Grant Specific Mandate**”).

SHARE AWARDS

Set out below are the particulars of the deeds of grant of the Share Awards:

1. Date and parties to deeds of grant

Date: 3 July 2019

Grant to Selected Employees

Parties: The Company, as grantor
The Selected Employees, as grantee

Apart from the fact they are employees, these Selected Employees are independent third parties (“**Independent Third Parties**”) who are independent of and not connected with (within the meaning of the GEM Listing Rules) the Company.

Connected Grant

Parties: The Company, as grantor
Ms. Charlotte Khoo Wing Pui (“**Ms. Khoo**”), as grantee

Ms. Khoo is an executive director of a wholly-owned subsidiary of the Group, and is a connected person of the Company at the subsidiary level.

The grant of Share Awards is not pursuant to a share option scheme under Chapter 23 of the GEM Listing Rules. None of the Directors have a material interest in such Share Awards and therefore no Director was required to abstain from voting on the board resolutions approving (i) the Grant to Selected Employees and the Selected Employees Specific Mandate; and (ii) the Connected Grant and the Connected Grant Specific Mandate.

As Ms. Khoo is a connected person of the Company at the subsidiary level, the Connected Grant constitutes a non-exempted connected transaction and is subject to reporting, announcement, independent financial advice and independent shareholders' approval requirements under the GEM Listing Rules. Prior to this Connected Grant, Ms. Khoo has previously been awarded with 2,400,000 Shares, the details of which are set out in the Company's circular dated 20 July 2018 (the "**2018 Share Awards Circular**"). The aforesaid Shares granted from this previous share award (the "**2018 Share Awards**") has yet to be vested.

The Company has established an independent board committee comprising all the independent non-executive Directors (the "**Independent Board Committee**"), to advise those shareholders of the Company who are not required to abstain from voting on the resolution (the "**Independent Shareholders**") to be proposed at the extraordinary general meeting of the Company (the "**EGM**") in connection with the Connected Grant and the Connected Grant Specific Mandate. The Company will appoint an independent financial adviser to advise the Independent Board Committee and Independent Shareholders in relation to the same.

The EGM is expected to be convened on 8 August 2019 to seek approval from (i) the shareholders of the Company ("**Shareholders**") for the Selected Employees Specific Mandate to facilitate the Grant to Selected Employees; and (ii) the Independent Shareholders for the Connected Grant and the Connected Grant Specific Mandate.

A circular containing, among other things, (i) further details of the Share Awards, the Selected Employees Specific Mandate, the Connected Grant and the Connected Grant Specific Mandate; (ii) the advice and recommendations from the Independent Board Committee in respect of the Connected Grant and the Connected Grant Specific Mandate; (iii) a letter from the independent financial adviser containing its advice to the Independent Board Committee and the Independent Shareholders in respect of the Connected Grant and the Connected Grant Specific Mandate; and (iv) the notice of EGM, will be despatched to the Shareholders on or before 22 July 2019.

2. Purpose

The Share Awards have been granted to recognise and reward the contributions made by the Grantees and to retain and motivate them for the continual operation and development of the Group.

3. Duration

The Share Awards shall be valid and effective for the period from the date the Share Awards become unconditional until the termination date which is the earlier of 31 December 2020 (the "**Duration**"); or on such date as may be determined by the Board. Termination shall not affect any subsisting rights of the Grantees under the Share Awards saved as mentioned in paragraph 8 below.

4. Administration

The Share Awards shall be subject to the administration of the Board. The Company shall comply with all applicable disclosure requirements in relation to the administration of the Share Awards, including without limitation those imposed by the GEM Listing Rules from time to time.

5. Conditions

The Share Awards under the Grant to Selected Employees are conditional upon (i) the Company having obtained from the Stock Exchange a grant of the listing of, and permission to deal in, the Awarded Shares; (ii) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Selected Employees Specific Mandate; and (iii) the relevant Grantees having obtained all necessary consents and approvals that may be required to enable him/her to accept the Share Awards. If these conditions are not satisfied on or before 31 December 2019, the Share Awards under the Grant to Selected Employees shall forthwith be terminated and the relevant Grantees shall not be entitled to any rights or benefits or be under any obligations under or in respect of the Share Awards.

The Share Award under the Connected Grant to Ms. Khoo is conditional upon (i) the Company having obtained from the Stock Exchange a grant of the listing of, and permission to deal in, the Awarded Shares; (ii) approval of the Connected Grant and the Connected Grant Specific Mandate by the Independent Shareholders at the EGM; and (iii) Ms. Khoo having obtained all necessary consents and approvals that may be required to enable her to accept the Share Awards. If these conditions are not satisfied on or before 31 December 2019, the Share Award under the Connected Grant shall forthwith be terminated and Ms. Khoo shall not be entitled to any rights or benefits or be under any obligations under or in respect of the Share Award.

6. Vesting and allotment of Shares

Upon vesting, the Grantees will have an unconditional right to obtain the Awarded Shares.

For the deed of the Connected Grant, the vesting of the 750,000 Awarded Shares to Ms. Khoo will take place on 31 December 2020. Out of the eight Grants to Selected Employees, the vesting under one deed will take place on 31 December 2020, while for the remaining seven deeds, the vesting will take place in stages over the Duration, on specific dates (the “**Vesting Dates**”) and in the proportions as set out in the relevant deeds.

The Grantees shall take procedures reasonably required by the Company to effect the allotment and issue of the Awarded Shares. The Company shall allot and issue the Awarded Shares on any date (the “**Issue Dates**”) as determined by the Company at its discretion, which date in any case shall not be later than one calendar month from the relevant Vesting Dates.

The Awarded Shares to be issued and allotted to the Grantees shall rank *pari passu* in all respects with the fully paid Shares in issue on the relevant Issue Date. The Awarded Shares entitle the Grantees to participate in all cash income or other distributions paid or made after the relevant Issue Date, but not in any cash income or distributions previously declared, recommended to be paid or made before the relevant Issue Date.

7. Adjustments

In the event of any alteration in the capital structure of the Company whilst any part of the Share Awards remain outstanding, whether by way of capitalisation of profits or reserves, rights issue or other offer of securities to its Shareholders (including any securities convertible into share capital or warrants or options to subscribe for any share capital of the Company), consolidation, sub-division or reduction of the share capital of the Company or otherwise howsoever in accordance with legal requirements and requirements of the Stock Exchange (excluding any alteration in the capital structure of the Company as a result of an issue of Shares pursuant to, or in connection with, any share option scheme, share appreciation rights scheme or any arrangement for remunerating or incentivising any employee, consultant or adviser to the Company or any employee, consultant or adviser to the Group) or in the event of any distribution of the Company's legal assets to its Shareholders on a pro rata basis (whether in cash or in specie) other than dividends paid out of the net profits attributable to its Shareholders for each financial year of the Company (each an "**Adjustment Event**"), then, in any such case (other than in the case of capitalisation of profits or reserves), the Company shall, prior to the relevant Issue Date, inform the Grantees in writing of (i) the Adjustment Event(s) which have occurred on or prior to the relevant Issue Date; and (ii) the adjustment to be made to the number of Awarded Shares to be allotted on the relevant Issue Date subject to the Award ("**Adjustment**"), provided that:

- (a) no Adjustment shall be made if the effect of which would increase the proportion of the issued share capital of the Company for which the relevant Grantee would have been entitled had all outstanding and unvested Awarded Shares become vested immediately prior to such Adjustment, to more than the proportion of Awarded Shares for such relevant Grantee to the total issued shares of the Company as at the date of the relevant deed of grant; and
- (b) the issue of Shares as consideration in a transaction shall not be regarded as a circumstance requiring any Adjustment.

8. Lapse

In the event that the Grantee ceases to be an employee of the Group, or by reasons of, amongst others, death, his or her becoming bankrupt, commitment of any fraud, dishonesty or serious misconduct, having been convicted of any criminal offenses, then his/her entitlements to any Awarded Shares, to the extent not already vested, shall lapse forthwith and all the unvested Awarded Shares shall be deemed to be forfeited.

9. Alteration

The Share Awards may be altered in any respect by a resolution of the Board (and a resolution by Shareholders at general meeting, if required) provided that no such alteration shall operate to affect adversely the terms of the Share Awards and the subsisting rights of the Grantees prior to such alteration unless consent in writing of the Grantees is obtained.

MAXIMUM NUMBER OF AWARDED SHARES TO BE ISSUED AND LISTING APPLICATION

The total number of Awarded Shares which may be issued and allotted to the Grantees by the Company pursuant to the Share Awards shall not in aggregate exceed 1,940,000 Shares, representing 0.2425% of the issued share capital of the Company as at the date of this announcement.

The Awarded Shares shall be issued for cash credited as fully paid at par with no payment required of the Grantees. As at the date of this announcement, 4,800,000 Shares in aggregate have been granted under the 2018 Share Awards to Ms. Khoo and a selected employee who is independent of and not connected with the Company within the meaning of GEM Listing Rules. These Shares have yet to be vested and accordingly, such 4,800,000 Shares, representing 0.6% of the issued share capital of the Company as at the date of this announcement may be issued and allotted. Details are set out in the 2018 Share Awards Circular.

The Company shall comply with the applicable GEM Listing Rules upon issuing the Awarded Shares.

Application will be made to the Stock Exchange for the listing of, and permission to deal in, the Awarded Shares to be issued.

MISCELLANEOUS

The Company is, through its operating subsidiaries, principally engaged in (i) the provision of corporate finance services in Hong Kong, primarily offering sponsorship, financial advisory and compliance advisory services to clients; and (ii) property investment in Japan and Hong Kong.

By order of the Board
Altus Holdings Limited
Arnold Ip Tin Chee
Chairman

Hong Kong, 3 July 2019

As at the date of this announcement, the executive Directors are Mr. Arnold Ip Tin Chee (Chairman), Mr. Chang Sean Pey and Ms. Leung Churk Yin Jeanny; and the independent non-executive Directors are Mr. Chao Tien Yo, Mr. Chan Sun Kwong and Mr. Lee Shu Yin.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the website of GEM of the Stock Exchange at www.hkgem.com on the "Latest Company Announcements" page for at least 7 days from the date of its posting. This announcement will also be published and remains on the website of the Company at www.altus.com.hk.