

*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.*



## **Joy Spreader Interactive Technology. Ltd**

**乐享互动有限公司**

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

**(Stock Code: 6988)**

### **VOLUNTARY ANNOUNCEMENT ADOPTION OF SHARE AWARD SCHEME**

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

The Board is pleased to announce that on June 21, 2021, the Company has adopted the Scheme to, among other things, recognize the contributions of the certain directors, employees, consultants and advisers of the Group in order to incentivize them to retain with the Group, and to motivate them to strive for the future development and expansion of the Group. The Board considers that the current trading price of the Shares can not reflect the intrinsic value of the Shares and the business prospect of the Company, and it is an appropriate time for the Company to repurchase the Shares and use them as Award Shares.

Pursuant to the Scheme, the Award Shares will be satisfied by existing Shares to be acquired by the Trustee on the market based on the trading price of the market.

The maximum number of Shares which may be awarded to any Selected Participant under the Scheme shall not exceed one per cent of the issued share capital of the Company from time to time in any 12-month period.

The Scheme does not constitute a share option scheme or an arrangement similar to a share option scheme as defined under Chapter 17 of the Listing Rules. Therefore, the adoption of the Scheme does not require Shareholder's approval.

#### **SUMMARY OF THE SCHEME**

##### **Purpose**

The purpose of the Scheme is to recognize the contributions of certain directors, employees, consultants and advisers of the Group in order to incentivize them to retain with the Group, and to motivate them to strive for the future development and expansion of the Group.

The Board considers that the current trading price of the Shares can not reflect the intrinsic value of the Shares and the business prospect of the Company, and it is an appropriate time for the Company to repurchase the Shares and use them as Award Shares.

## **Duration and termination**

Unless terminated earlier by the Board in accordance with the Scheme Rules, the Scheme is valid and effective for a term of 10 years commencing from the Adoption Date.

The Scheme shall terminate on the earlier of (i) the 10th year from the Adoption Date; and (ii) such date of early termination as determined by the Board provided that such termination shall not affect any subsisting rights of any Selected Participant. Upon termination, (i) no further grant of Award Shares may be made under the Scheme; (ii) all Award Shares and the related income shall become vested in the Selected Participant so referable on such date of termination; and (iii) net sale proceeds (after making appropriate deductions) of the Returned Shares and such non-cash income together with the residual cash and such other funds remaining in the Trust shall be remitted to the Company forthwith after the sale.

## **Operation**

The Board may, in respect of the Scheme and after having regard to the requirement under the Scheme, determine the number of Shares to be purchased as Scheme Shares, and cause to be paid the purchase price for the Scheme Shares and the related expenses to the Trustee who will purchase the Scheme Shares. The Trustee shall apply the entire amount without deduction (except for transaction levy, stamp duty and other statutory fees) towards the purchase of the maximum number of board lots of Shares at the prevailing market price.

The Board may, from time to time, at its absolute discretion select any director, employee, consultants and advisers of the Group (other than any person who is resident in a place where the award and/or the vesting and transfer of the Award Shares is not permitted under the laws and regulations of such place or where compliance with applicable laws and regulations in such place makes it necessary to exclude such person) for participation in the Scheme as a Selected Participant and determine the Award Shares for each of them. Upon receipt of the instruction from the Board as to the name of Selected Participant(s) and the number of Award Shares to be granted to the Selected Participant(s), the Trustee shall make relevant arrangement to convert the Scheme Shares to the Award Shares for the relevant Selected Participant(s).

## **Vesting and lapse**

When the Selected Participant has satisfied all vesting conditions specified by the Board at the time of making the Award and becomes entitled to the Shares forming the subject of the Award, the Trustee shall transfer the relevant Award Shares to the Selected Participant(s) or his/her Nominee(s). The Vesting Date shall be on any Business Day at the end of the month specified by the Company of any year, but in any event not later than 12 months after the Reference Date.

An Award lapses when (i) the relevant Selected Participant ceases to be an employee of the Group; or (ii) any fraud or serious misconduct, violation of laws or regulations, or damage to the interests of the Company by Selected Participant; or (iii) an order for the withdrawal of listing and the winding-up of the Company is made or a resolution is passed for the voluntary winding-up of the Company (otherwise than for the purposes of, and followed by, an amalgamation or reconstruction in such circumstances that substantially the whole of the undertaking, assets and liabilities of the Company pass to a successor company), the Award shall automatically lapse forthwith and the Award Shares shall not vest on the relevant Vesting Date but shall become Returned Shares for the purposes of the Scheme.

## **Voting rights**

Notwithstanding that the Trustee is the legal registered holder of the Shares held upon trust pursuant to the Trust Deed, the Trustee shall not exercise the voting rights attached to such Shares.

## **Administration**

The Scheme is subject to the administration of the Board and the Trustee in accordance with the terms stated in the Scheme Rules and the terms of the Trust Deed.

## **Scheme Limit**

The Board shall not make any further Award of Award Shares which will result in the nominal value of the Shares awarded by the Board under the Scheme exceeding ten per cent of the issued share capital of the Company from time to time.

The maximum number of Shares which may be awarded to any Selected Participant under the Scheme shall not exceed one per cent of the issued share capital of the Company from time to time in any 12-month period.

## **Restrictions**

No Award shall be made by the Board and no instructions to acquire Shares shall be given to the Trustee under the Scheme where any Director and/or Selected Participant is in possession of unpublished inside information (as defined under Part XIVA of the Securities and Futures Ordinance (as may be amended from time to time)) in relation to the Group or where dealings by Directors and/or Selected Participants are prohibited under any code or requirement of the Listing Rules and all applicable laws from time to time.

## **LISTING RULES IMPLICATION**

The Scheme does not constitute a share option scheme under Chapter 17 of the Listing Rules and is a discretionary scheme of the Company. The adoption of the Scheme does not require Shareholder's approval.

Further announcement will be made by the Company in the event that new Shares are allotted and issued in satisfaction of the Awards granted in future.

Where any grant of Award Shares is proposed to be made to any selected employee who is a director, such grant shall be subject to the prior approval of all the members of the remuneration committee of the Company, or in the case where the grant is proposed to be made to any member of the remuneration committee, by all of the other members of the remuneration committee.

Where the grant of Award Shares is proposed to be made to connected persons by the Company, such Award shall be separately approved by the Shareholders at general meeting and the connected persons and their associates shall abstain from voting and in compliance with all other requirements under Chapter 14A of the Listing Rules applicable to such Award.

## DEFINITION

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

“Adoption Date”	June 21, 2021, being the date on which the Scheme was adopted by the Company
“Award”	an award granted by the Board to a Selected Participant in accordance with the terms of the Scheme Rules
“Award Share(s)”	the Shares granted to a Selected Participant in an Award
“Board”	the board of Directors
“Business Day”	a day (other than Saturday, Sunday and public holidays) on which the Stock Exchange is open for trading and on which banks are open for business in Hong Kong
“Company”	Joy Spreader Interactive Technology. Ltd (乐享互动有限公司), a company incorporated in the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 6988)
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Nominee”	a company (i) the entire issued share capital of which is held 100% legally and beneficially by the Selected Participant; (ii) of which the Selected Participant is a director; and (iii) which is named by the Selected Participant to hold the Award Shares
“Reference Date”	in respect to a Selected Participant, the date of final approval by the Board of the amount for the purchase of Shares pursuant to the Scheme
“Returned Share(s)”	such Award Shares which are referable to a Selected Participant and which are not vested and/or forfeited in accordance with the terms of the Scheme (whether as a result of, among other things, a lapse or otherwise), or such Shares being deemed to be Returned Shares in accordance with the terms of the Scheme

“Scheme”	the share award scheme adopted by the Company in accordance with the Scheme Rules on the Adoption Date
“Scheme Rules”	the rules of the Scheme as amended from time to time
“Scheme Shares”	shares eligible to be granted as Award Shares in accordance with the terms of the Scheme as determined by the Board
“Share(s)”	ordinary shares in the share capital of the Company with the nominal value of HK\$0.00001 per share (or of such other nominal amount as shall result from a sub-division, consolidation, reclassification or reconstruction of the share capital of the Company from time to time)
“Shareholders”	shareholders of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Selected Participant(s)”	eligible participant(s) selected by the Board to participate in the Scheme
“Trust”	the trust constituted by the Trust Deed to service the Scheme
“Trust Deed”	the trust deed entered into between the Company and the Trustee (as may be restated, supplemented and amended from time to time)
“Trustee”	the trustee (which is independent of and not a connected person of the Company) appointed by the Company for the administration of the Scheme or any additional or replacement trustee(s)
“Vesting Date”	the date or dates on which the Award (or part thereof) is to be vested in the relevant Selected Participant(s)

By order of the Board  
**Joy Spreader Interactive Technology. Ltd**  
**Zhu Zinan**  
*Chairman*

Beijing, the PRC, June 21, 2021

*As at the date of this announcement, the Board comprises Mr. Zhu Zinan, Mr. Zhang Zhidi, Mr. Cheng Lin, Ms. Qin Jiaxin and Mr. Sheng Shiwei as executive Directors; Mr. Hu Qingping and Mr. Hu Jiawei as non-executive Directors; and Mr. Xu Chong, Mr. Tang Wei, Mr. Fang Hongwei and Mr. Yap Jin Meng Bryan as independent non-executive Directors.*