

*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.*



**Zibuyu Group Limited**  
**子不语集团有限公司**

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

**(Stock Code: 2420)**

**ADOPTION OF THE SHARE AWARD SCHEME**

**ADOPTION OF THE SCHEME**

The Company is pleased to announce that on 15 September 2023, the Board has resolved to adopt the Scheme to (i) recognise and reward certain Eligible Participants for their performance and contribution to the growth and development of the Group; (ii) to provide such Eligible Participants with incentives in order to encourage and retain them for the continual operation and development of the Group; and (iii) to attract suitable personnel for further development of the Group.

The Board may, either before or after identification of the Selected Participant(s), cause to be paid to the Trustee or Gongfenxiang One such amount as may be required for the purchase a certain number of existing Shares on the Stock Exchange at the market trading price as and when appropriate as the Awards for the Scheme and other purposes set out in the Scheme Rules and the Trust Deed.

**LISTING RULES IMPLICATIONS**

The Scheme constitutes a share scheme under Chapter 17 of the Listing Rules and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. The Scheme was contemplated to be funded solely by the existing Shares pursuant to Rule 17.01(1)(b) of the Listing Rules and does not constitute a scheme involving the issue of new shares as referred to under Rule 17.01(1)(a) of the Listing Rules. Therefore, the adoption of the Scheme is not required for Shareholders' approval.

## **ADOPTION OF THE SCHEME**

The Company is pleased to announce that on 15 September 2023, the Board has resolved to adopt the Scheme. The Board intends to pay and to instruct the Trustee to purchase a certain number of existing Shares on the Stock Exchange at the market trading price as and when appropriate as the Awards for the Scheme and other purposes set out in the Scheme Rules and the Trust Deed.

A summary of the principal terms of the Scheme is set out below.

## **SUMMARY OF THE SCHEME RULES**

### **I. Purposes of the Scheme**

The purposes of the Scheme are:

- (i) to recognise and reward certain Eligible Participants for their performance and contribution to the growth and development of the Group;
- (ii) to provide such Eligible Participants with incentives in order to encourage and retain them for the continual operation and development of the Group; and
- (iii) to attract suitable personnel for further development of the Group.

### **II. Administration**

The Scheme shall be subject to the administration of the Board in accordance with the Scheme Rules, whose decision shall be final and binding on all parties.

The Company has appointed the Trustee or Gongfenxiang One to assist with the administration of the Scheme. The Trustee or Gongfenxiang One shall, directly or indirectly, hold the Trust Shares, the Related Income and Residual Cash in accordance with the Scheme Rules and the Trust Deed.

The Board, may either before or after identification of the Selected Participant(s), cause to be paid to the Trustee or Gongfenxiang One such amount as may be required for the purchase a certain number of existing Shares on the Stock Exchange at the market trading price as and when appropriate as the Awards for the Scheme and other purposes set out in the Scheme Rules and the Trust Deed.

### **III. Duration**

Subject to any termination as may be determined by the Board pursuant to the Scheme Rules, the Scheme shall be valid and effective for the period commencing on the Adoption Date until the earlier of (i) the 10th anniversary of the Adoption Date; or (ii) such date that all outstanding Awarded Shares have been fully vested, settled, lapsed, forfeited or cancelled (as the case may be), after which period no further Awards may be granted, but the Scheme Rules shall remain in full force and effect in all other respects.

### **IV. Overall Scheme Limit**

The aggregate number of Shares to be awarded by the Board under the Scheme shall not exceed 10% of the issued share capital of the Company as at the Adoption Date (i.e. being no more than 50,000,000 Shares).

The maximum number of Shares that may be granted to a Selected Participant under the Scheme shall not exceed 1% of the Company's total issued Shares during any 12-month period.

### **V. Eligible Participants for the Scheme**

Pursuant to the Scheme, the following persons are eligible to participate in, and be granted Awards under the Scheme:

- (i) employees of the Group; and
- (ii) any persons who have contributed to the Group in the past and/or are in the interests of the long-term growth of the Group.

### **VI. Grant of Award**

The Board may at any time on any Business Day during the Scheme Period grant an Award to any Eligible Participant, as the Board may in its absolute discretion select. A grant of an Award shall be made to an Eligible Participant by a Grant Letter in such written form as the Board may from time to time determine. The document for granting the Award shall state and specify:

- (i) the name and address of the Selected Participant and so far as the Board is aware, whether he/she/it is connected person of the Company;
- (ii) the number of Awarded Shares for the Selected Participant;
- (iii) the Vesting Dates and vesting conditions of the Awarded Shares;
- (iv) any applicable lock-up on the Awarded Shares;

- (v) the date by which the Selected Participant must accept the grant of the Award, failing which the Award would forfeit; and
- (vi) other relevant terms and conditions of the Award as the Board may in its absolute discretion determine in accordance with the Scheme Rules.

Awards granted are subject to the acceptance of the grant by the Selected Participant in the time and manner stipulated in the Grant Letter issued to the Selected Participant. If the Selected Participant does not accept the Award in the time and manner stipulated in the Grant Letter, the Award shall be forfeited.

## **VII. Vesting and Lapse**

Seven Business Days prior to a Vesting Date stipulated in the relevant Grant Letter issued to the Selected Participant, the Board shall send, or instruct the Trustee to send, a vesting notice to the relevant Selected Participant containing (i) the prescribed transfer documents for the transfer of all or any portion of the Awarded Shares to be completed and signed by the Selected Participant; and (ii) a checklist of information and/or documents to be completed/provided by the Selected Participant.

Subject to the receipt by the Trustee of the requisite information and documents duly signed by the Selected Participant within the period stipulated in the vesting notice and the fulfillment of all vesting conditions as specified in the relevant Grant Letter, the Awarded Shares held by the Trustee on behalf of the Selected Participant shall vest in such Selected Participant in accordance with the applicable vesting schedule, and the Trustee shall transfer or procure Gongfenxiang One to transfer the relevant Awarded Shares to the relevant Selected Participant in accordance with the Scheme Rules.

Unvested Award shall lapse automatically, partially or totally, upon certain events as set out in the Scheme Rules prior to or on the Vesting Date. The Board shall have the power to interpret any situations in relation to the Selected Participant's personal circumstances that have not been provided for in the Scheme Rules and to determine how to deal with the unvested Awarded Shares or vested Awarded Shares of the relevant Selected Participant in such personal circumstances.

## **VIII. Restriction**

The Trustee or Gongfenxiang One shall not deal in any Shares at any time if the Trustee or Gongfenxiang One is aware of or has received notice in writing from the Company that any such dealing at that time would cause the Company or any of its subsidiaries or any of their respective directors, officers or employees to be in breach of any provisions of the Listing Rules, the SFO or any Applicable Laws, from time to time.

## **IX. No Assignment of the Award**

Prior to the vesting date, an Award shall be personal to the Selected Participant and shall not be assignable nor transferable to any other person except for any company that is wholly owned by the Selected Participant or a trust of which the settlor is the Selected Participant, and no Selected Participant shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to the Awarded Shares referable to him/her/it pursuant to such Award or the Related Income or any of the Returned Shares under the Scheme.

## **X. Voting Rights and Entitlements**

The Trustee or Gongfenxiang One shall not exercise the voting rights in respect of any Shares held under the Trust (if any). All other rights and powers in respect of any Shares held under the Trust (if any) shall be exercised by the Trustee or Gongfenxiang One (to the extent applicable) in accordance with the instructions of the Company.

A Selected Participant shall not have any interest or rights (including the right to receive dividends) other than a contingent interest in the Awarded Shares prior to the Vesting Date. A Selected Participant shall have no rights in the Residual Cash, the Related Income or any of the Returned Shares unless otherwise determined by the Board.

The Company would like to confirm that it will not instruct the Trustee or Gongfenxiang One to exercise the voting rights in respect of any Shares held under the Trust (if any), and it will comply with the requirements under Rule 17.05A of the Listing Rules.

## **XI. Termination**

The Scheme shall terminate on the earlier of:

- (i) the 10th anniversary of the Adoption Date;
- (ii) the date the last of the Awarded Shares has been vested and the last of the Awarded Shares transferred to the relevant Selected Participant or the last of the Awarded Shares has been settled, lapsed, forfeited or cancelled (as the case may be) in accordance with the Scheme Rules; or
- (iii) such date as determined by passing a resolution of the Board.

Provided that such termination shall not affect any subsisting rights of any Selected Participant hereunder.

## LISTING RULES IMPLICATION

The Scheme constitutes a share scheme under Chapter 17 of the Listing Rules and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. The Scheme was contemplated and adopted to be funded solely by the existing Shares pursuant to Rule 17.01(1)(b) of the Listing Rules and does not constitute a scheme involving the issue of new shares as referred to under Rule 17.01(1)(a) of the Listing Rules. Therefore, the adoption of the Scheme is not required for Shareholders' approval.

## DEFINITIONS

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

“Adoption Date”	15 September 2023, being the date on which the Company adopted the Scheme
“Applicable Laws”	any relevant laws and regulations (including those of both Hong Kong and the Cayman Islands as may be applicable)
“Award”	an award of the Awarded Shares by the Board to the Selected Participant
“Awarded Shares”	in respect of a Selected Participant, such number of Shares granted under the Award
“Board”	the board of Directors
“Business Day”	a day other than a Saturday or Sunday or public holiday on which banks generally in Hong Kong are open for the transaction of normal banking business
“Company”	Zibuyu Group Limited (子不语集团有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 2420)
“Director(s)”	the director(s) of the Company
“Eligible Participant(s)”	employees of the Group and any person as determined by the Board to be eligible to participate in the Scheme pursuant to the Scheme
“Gongfenxiang One”	a company wholly-owned by the Trustee to act as the nominee of the Trust

“Grant Letter”	the letter to be issued by the Company to a Selected Participant for the grant of an Award, setting out details of the Award in accordance with the Scheme Rules
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended and supplemented from time to time
“Related Income”	all income or distribution derived from a Share (net of all taxes, expenses or charges incurred in relation to the receipt or payment of such income) held upon the Trust in the form of Shares (including but not limited to, any bonus Shares or scrip Shares received in respect of the Share) or money and, for the avoidance of doubt, excludes any Residual Cash
“Residual Cash”	being cash remaining in the account or the trust fund of the Trust (including interest income derived from deposits maintained with licensed banks in Hong Kong) which has not been applied in the acquisition or subscription of Trust Shares or Awarded Shares
“Returned Shares”	such Awarded Shares or Related Income which are not vested and/or forfeited in accordance with the Scheme Rules, or such Shares being deemed to be Returned Shares in accordance with the Scheme Rules and the Trust Deed
“Scheme”	the Zibuyu Group Limited 2023 Share Award Scheme adopted by the Company and constituted and governed by the Scheme Rules, in its present form or as amended from time to time, and the total number of Shares to be awarded under which shall not exceed 10% of the Company’s issued Shares as at the Adoption Date (i.e. not more than 50,000,000 Shares)
“Scheme Period”	the period commencing on the Adoption Date until the earlier of (i) the 10th anniversary of the Adoption Date; or (ii) such date that all outstanding Awarded Shares have been fully vested, settled, lapsed, forfeited or cancelled (as the case may be and subject to any termination as may be determined by the Board pursuant to the Scheme Rules)
“Scheme Rules”	the rules relating to the Scheme, in its present form or as amended from time to time
“Selected Participant”	an Eligible Participant selected by the Board pursuant to the Scheme Rules for the grant of an Award

“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented and/or modified from time to time
“Shareholder(s)”	the holder(s) of Share(s)
“Share(s)”	ordinary share(s) of nominal value of US\$0.00005 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Trust”	the trust constituted by the Trust Deed for the administration of the Scheme
“Trust Deed”	a trust deed entered into between the Company as settlor and the Trustee as Trustee of the Trust on 15 September 2023 (as restated, supplemented and amended from time to time)
“Trustee”	THE CORE TRUST COMPANY LIMITED, the trustee as appointed under the Trust Deed to act as Trustee of the Trust, and any additional or replacement trustees, being the trustee or trustees for the time being of the trusts declared in the Trust Deed
“US\$”	United States dollars, the lawful currency of the United States of America
“Vesting Date”	in relation to any Selected Participant, the date on which the entitlement to the Awarded Shares is vested in such Selected Participant in accordance with the Scheme Rules
“%”	per cent.

By order of the Board  
**Zibuyu Group Limited**  
**Mr. Hua Bingru**  
*Chairman*

Hong Kong, 15 September 2023

*As at the date of this announcement, the Board comprises Mr. Hua Bingru, Mr. Wang Shijian, Mr. Wang Weiping, Mr. Dong Zhenguang and Mr. Xu Shijian as the executive Directors; Ms. Hua Hui as the non-executive Director; and Mr. Yu Kefei, Mr. Shen Tianfeng and Dr. Lau Kin Shing Charles as the independent non-executive Directors.*