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## **GOME RETAIL HOLDINGS LIMITED**

**國美零售控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 493)**

### **FURTHER INFORMATION IN RELATION TO THE 2022 ANNUAL REPORT**

Reference is made to the annual report of GOME Retail Holdings Limited (the “**Company**”) for the year ended 31 December 2022 (the “**2022 Annual Report**”). The Company would like to provide the following additional information in relation to the 2022 Annual Report.

#### **PLACING OF NEW SHARES UNDER GENERAL MANDATE**

On 28 June 2022, the Company conducted a top-up placing under which an aggregate 1,962,500,000 ordinary shares of the Company have been placed to not less than six independent places at the placing price of HK\$0.40 per share under the general mandate granted to the directors on 27 May 2022. The details of the placing are disclosed in the announcement of the Company dated 28 June 2022.

The net proceeds received by the Company from the placing, after deducting relating fees and expenses, were approximately HK\$776,460,000. The proceeds from the placing were originally intended to be applied as to 60% for the expansion of the online and offline dual-platform business, as to 10% for the repayment of debt and as to 30% for general capital of the Group. Owing to the liquidity issue of the Group has deteriorated further since the second half of 2022, the net proceeds have not been used as originally intended and have been applied in full for the repayment of debts during the year ended 31 December 2022.

#### **SHARE AWARD SCHEME**

The Company adopted a restricted share award scheme on 3 October 2016 (the “**Share Award Scheme**”). The purposes and objectives of the Share Award Scheme are to recognise and motivate the contributions by certain participants and to give incentives thereto in order to retain them for the continual operation and development of the Group; attract suitable personnel for further development of the Group; and provide certain employees with a direct economic interest in attaining a long-term employer-employee relationship between the Group and certain employees.

The participants of the Share Award Scheme are any employee (including without limitation any executive director) of any member of the Group (including subsidiaries of the Company to be established/incorporated or acquired from time to time). The Share Award Scheme has an initial term of ten years. Details of the Share Award Scheme were set out in the announcement of the Company dated 3 October 2016 and note 33 of the consolidated financial statements of the Group in the 2022 Annual Report.

The maximum number of shares of the Company (“Shares”) which could be granted under the Share Award Scheme was initially set at 2,061,855,670 shares, representing 9.39% of the issued share capital of the Company at the time of adoption of the Share Award Scheme, which may be refreshed as determined by the Board after having taking into regard the results and all relevant circumstances and affairs of the Group.

In accordance with the Scheme Rules, if the relevant purchase would result in the Trustee holding in aggregate, more than 10% of the total number of shares of the Company in issue as at the Adoption Date, the Trustee shall not purchase any further Shares. At no point in time shall the Trustee be holding more than 10% of the total number of shares of the Company in issue under the Scheme.

During the year ended 31 December 2022, the Company has awarded in aggregate 701,510,000 Shares under the Share Award Scheme to certain Directors and selected participants through secondary Shares purchased by the trustee in the open market. Details of the grant are set out below:

<b>Name of grantee</b>	<b>Date of grant</b>	<b>Number of Shares awarded</b>	<b>Closing price of the Shares on the date immediately before the date of grant HK\$</b>	<b>Fair value of the awards on the date of grant HK\$</b>
<b>Directors</b>				
Yu Sing Wong	26 January 2022	1,000,000	0.66	0.66
Lee Kong Wai, Conway	26 January 2022	1,000,000	0.66	0.66
Liu Hong Yu	26 January 2022	1,000,000	0.66	0.66
Wang Gao	26 January 2022	1,000,000	0.66	0.66
Zou Xiao Chun	26 January 2022	1,000,000	0.66	0.66
Huang Xiu Hong	4 February 2022	80,000,000	0.53	0.54
Zou Xiao Chun	23 March 2022	5,000,000	0.51	0.50
<b>Five highest paid individuals</b>				
	17 January 2022	40,000,000	0.66	0.66
	26 January 2022	190,000,000	0.66	0.66
<b>Other participants</b>				
	3 January 2022	900,000	0.66	0.67
	17 January 2022	50,700,000	0.66	0.66
	24 January 2022	810,000	0.66	0.68
	26 January 2022	280,700,000	0.66	0.66
	27 January 2022	2,640,000	0.66	0.61
	28 January 2022	60,000	0.61	0.56
	23 March 2022	40,000,000	0.51	0.50
	29 June 2022	5,700,000	0.395	0.385
<b>Total</b>		<b>701,510,000</b>		

*Notes:*

1. The above awards were awarded to the participants without consideration, and there were no performance targets attached to the awards.
2. The five highest paid individuals and other participants were employees of the Group.

The number of awards available for grant under the Share Award Scheme as at 31 December 2022 was 580,999,000 (as at 1 January 2022: 1,282,509,000). The number of shares that may be issued under the Share Award Scheme divided by the weighted average number of shares in issue for the year was 1.7% (2021: 5.2%).

The Group has included the analysis on five highest paid individuals (without consideration of the impact of the Share Award Scheme) in note 8(b) of the consolidated financial statements of the Group in the 2022 Annual Report. The Group would like to supplement the related analysis after consideration of the Share Award Scheme as stated below:

During the year ended 31 December 2022, of the five individuals with the highest emoluments in the Group, one was the executive director of the Company. During the year ended 31 December 2021, of the five individuals with the highest emoluments in the Group, none was the chief executive nor director of the Company. The emoluments of the four (2021: five) individuals were as follows:

	<b>2022</b> <i>RMB'000</i>	2021 <i>RMB'000</i>
Salaries, allowances and other expenses	<b>1,871</b>	12,300
Pension scheme contributions	<b>79</b>	190
Share-based expense	<b>124,009</b>	45,985
	<b>125,959</b>	58,475

The number of non-director and non-chief executive highest paid individuals whose remuneration fell within the following bands was as follows:

	<b>2022</b>	2021
HK\$3,000,001 to HK\$3,500,000	–	1
HK\$4,500,001 to HK\$5,000,000	–	2
HK\$5,500,001 to HK\$6,000,000	–	1
HK\$32,000,001 to HK\$32,500,000	<b>1</b>	–
HK\$37,000,001 to HK\$37,500,000	<b>1</b>	–
HK\$38,000,001 to HK\$38,500,000	<b>1</b>	–
HK\$38,500,001 to HK\$39,000,000	<b>1</b>	–
HK\$52,500,001 to HK\$53,000,000	–	1
	<b>4</b>	5

By order of the Board of  
**GOME Retail Holdings Limited**  
**Zhang Da Zhong**  
*Chairman*

Hong Kong, 6 October 2023

*As at the date of this announcement, the Board comprises Mr. Zou Xiao Chun and Mr. Song Lin Lin as executive directors; Mr. Zhang Da Zhong and Ms. Dong Xiao Hong as non-executive directors; and Ms. Liu Hong Yu, Mr. Wang Gao and Mr. Lui Wai Ming as independent non-executive directors.*

\* For identification purpose only.