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## **AuGroup (SHENZHEN) Cross-Border Business Co., Ltd.**

**傲基 (深圳) 跨境商務股份有限公司**

*(A joint stock company incorporated in the People's Republic of China with limited liability)*

**(Stock Code: 2519)**

### **(1) PROPOSED ADOPTION OF THE 2025 H SHARE AWARD AND TRUST SCHEME; (2) PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION; AND (3) CLOSURE OF H SHARE REGISTER OF MEMBERS FOR 2025 FIRST EXTRAORDINARY GENERAL MEETING**

#### **I. PROPOSED ADOPTION OF THE 2025 H SHARE AWARD AND TRUST SCHEME**

The board of directors (the “**Board**”) of the AuGroup (SHENZHEN) Cross-Border Business Co., Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that on December 19, 2024, the Board resolved to propose the adoption of the 2025 H share award and trust scheme (the “**H Share Award and Trust Scheme**”). The H Share Award and Trust Scheme shall become effective upon the approval by the shareholders at the extraordinary general meeting to be held by the Company.

The H Share Award and Trust Scheme is intended to: (1) attract, motivate and retain skilled and experienced employees by granting the employees the awards which are related to the shares of the Company and are more directly related to the performance of the Company in the stock market, and encourage such employees to make efforts for future development and expansion of the Company; (2) ensure that the remuneration policy of the Company keep pace with the times and better align with the interests of the shareholders while seeking the balance between the business operations and management supervision; and (3) (i) recognize the contributions of a stable management (including directors) to the Company; (ii) encourage, motivate and retain the management of the Company which made favorable contributions to the continued operation, development and long-term performance growth of the Company; and (iii) grant other rewards to the management of the Company so as to align its interests with those of shareholders and the overall interests of the Group.

Eligible participants in the H Share Award and Trust Scheme include any full-time PRC or non-PRC employees of any member of the Group, i.e., the directors, senior management personnel, supervisors, key operations team members, management personnel (front desk, middle desk, back office) and other employees. The Board or its authorized persons may appoint any eligible participant as the selected participant of the relevant scheme from time to time.

Under the H Share Award and Trust Scheme, the existing H shares of the Company will be granted to the grantees of incentive shares as the restricted shares. The Company will, as the principal, enter into a trust deed with the trustee, pursuant to which, a trust will be established for the purpose of the H Share Award and Trust Scheme. Subject to the compliance with the trust deed and upon the instruction of the Company, the trustee will complete the purchase of relevant H shares under the H Share Award and Trust Scheme via market transactions within two years from the adoption date (i.e., the date of approval of H Share Award and Trust Scheme by the shareholders at the extraordinary general meeting, “**Adoption Date**”). The source of funds for purchasing the award shares is the internal funds of the Company. The limit for H shares to be granted under the H Share Award and Trust Scheme shall be 10% of total number of shares of the Company as of the Adoption Date of H Share Award and Trust Scheme.

The H Share Award and Trust Scheme shall have an award term of 10 years from the Adoption Date (the “**Award Term**”), after which, no awards shall be granted, but the H Share Award and Trust Scheme shall continue to be extended until the vesting of such award shares takes effect, so long as there are any award shares granted but not vested before the expiry of the H Share Award and Trust Scheme.

The H Share Award and Trust Scheme constitutes a share scheme involving the granting by the Company of its existing shares under Chapter 17 of the *Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited* (the “**Listing Rules**”), and no new shares of the Company will be issued under H Share Award and Trust Scheme. The Company will comply with the applicable disclosure requirements under Chapter 17 of the Listing Rules in relation to the H Share Award and Trust Scheme in due course.

The Company will take appropriate measures to ensure compliance with the public float requirements set out in the Listing Rules and/or required by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

## II. PROPOSED AMENDMENTS TO THE ARTICLES OF ASSOCIATION

In view of the increase of share capital and registered capital of the Company upon the issuance by the Company and listing of overseas listed foreign shares (H share) on the Stock Exchange and the amendments to the Company Law, on December 19, 2024, the Company resolved to propose the amendments to the *Articles of Association of AuGroup (SHENZHEN) Cross-Border Business Co., Ltd.* (the “**Articles of Association**”) in accordance with applicable laws, regulations and normative documents. The proposed amendments to the Articles of Association shall become effective upon the approval by the shareholders at the extraordinary general meeting to be held by the Company.

### **III. CLOSURE OF H SHARE REGISTER OF MEMBERS FOR 2025 FIRST EXTRAORDINARY GENERAL MEETING**

The H share register of members of the Company will be closed, for the purpose of determining the entitlement of holders of H shares to attend the 2025 first extraordinary general meeting of the Company to be held on Wednesday, January 15, 2025 (the “EGM”), from Friday, January 10, 2025 to Wednesday, January 15, 2025 (both days inclusive). Holders of H shares whose names appear on the H shares register of members of the Company on Friday, January 10, 2025 are entitled to attend and vote at the EGM. In order to attend the EGM, all share certificates, together with the instruments of transfers, must be lodged for registration with the Company’s H share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Thursday, January 9, 2025.

### **IV. GENERAL INFORMATION**

A circular containing, among others, the details of the proposals to be submitted to the EGM together with a notice of the EGM will be published in due course.

By order of the Board  
**AuGroup (SHENZHEN) Cross-Border Business Co., Ltd.**  
**Mr. Lu Haizhuan**  
*Chairperson, Executive Director and Chief Executive Officer*

Shenzhen, PRC, December 19, 2024

*As at the date of this announcement, the Board comprises Mr. Lu Haizhuan, Mr. Ze Kuaiyue and Ms. Zhuang Liyan as executive directors; Ms. Zou Jiajia, Mr. Jin Hao and Mr. Lu Songdu as non-executive directors; and Ms. Meng Rongfang, Mr. Xu Jinke and Mr. Chen Xiaohuan as independent non-executive directors.*