

*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.*

**netjoy<sup>+</sup>**

**NETJOY HOLDINGS LIMITED**

**云想科技控股有限公司**

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

**(Stock Code: 2131)**

## **GRANT OF SHARE OPTIONS**

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of directors (the “**Directors**”) of Netjoy Holdings Limited (the “**Company**”) hereby announces that on January 15, 2021 (after trading hours), the Company granted share options (the “**Share Options**”) under the post-IPO share option scheme adopted by the Company on November 17, 2020 (the “**Share Option Scheme**”) to a total of ninety-five (95) eligible participants (the “**Grantees**”) to subscribe for an aggregate of 8,808,000 ordinary shares of US\$0.00005 each in the Company (the “**Share(s)**”), representing approximately 1.10% of the total issued Shares as of the date of this announcement, subject to acceptance by the Grantees. For the avoidance of doubt, the Share Options granted shall be vested in accordance with the timetable below and no Shares under the Share Options granted will be issued before the initial Vesting Date (as defined below), i.e. January 14, 2022.

Details of Share Options granted are as follows:

Date of Grant: January 15, 2021

Exercise price of Share Options granted: HK\$7.680 per Share, which is not less than the highest of:

- i. the closing price of HK\$7.600 per Share as stated in the daily quotation sheets issued by the Stock Exchange on the date of grant of the Share Options, being January 15, 2021;
- ii. the average closing price of HK\$7.680 per Share as stated in the daily quotation sheets issued by the Stock Exchange for the five (5) business days immediately preceding the date of grant of the Share Options; and
- iii. the nominal value of US\$0.00005 per Share.

Number of Share Options granted: An aggregate of 8,808,000 Share Options (each Share Option entitles the holder thereof to subscribe for one (1) Share)

Closing price of Shares on the date of grant: HK\$7.600 per Share

Vesting period of the Share Options granted: The Share Options granted shall be vested in accordance with the timetable below (for this purpose, the date or each such date on which the Share Options are vested being hereinafter referred to as a “**Vesting Date**”), subject to the Grantees’ achievement of performance targets as of each Vesting Date:

<b>Vesting Date</b>	<b>Percentage of Share Options to vest</b>
January 14, 2022	Approximately one-third of the total number of Share Options granted
January 14, 2023	Approximately one-third of the total number of Share Options granted
January 14, 2024	Approximately one-third of the total number of Share Options granted

Validity period of the Share Options granted: The Share Options granted shall be valid for a period of ten (10) years from the date of grant.

Among the abovementioned Share Options granted and out of ninety-five (95) Grantees, Share Options carrying rights to subscribe for a total of maximum of 1,008,000 Shares were granted to the following three (3) Grantees who are a Director, chief executive or substantial shareholder of the Company, or an associate (as defined in the Listing Rules) of any of them, details of which are set out below:

<b>Name</b>	<b>Position(s)/Relationship</b>	<b>Maximum number to Shares to be issued upon exercise of the Share Options granted</b>
Mr. WANG Chen	Executive Director, chief executive officer and a substantial shareholder of the Company	286,000
Mr. XU Jiaqing	Chairman of the Board, executive Director and a substantial shareholder of the Company	436,000
Ms. PENG Ting	Vice president and a joint company secretary of the Company, and the spouse of Mr. DAI Liqun, who is a non-executive Director	286,000
<b>Total</b>		<b>1,008,000</b>

Each of the grant of the Share Options to the above Grantees who are a Director, chief executive or substantial shareholder of the Company, or an associate (as defined in the Listing Rules) of any of them has been approved by all the independent non-executive Directors pursuant to Rule 17.04(1) of the Listing Rules and the provisions of the Share Option Scheme.

Given that the grant of the Share Options to each of Mr. WANG Chen, Mr. XU Jiaqing and Ms. PENG Ting would not result in the Shares issued and to be issued upon exercise of all the Share Options already granted and to be granted (including Share Options exercised, cancelled and outstanding) to him/her, collectively in the 12-month period up to and including the date of grant of the Share Options representing in aggregate over (a) 1% of the Shares in issue pursuant to Rule 17.03(4) of the Listing Rules; or (b) 0.1% of the Shares in issue and having an aggregate value, based on the closing price of the Shares on the date of grant of the Share Options, in excess of HK\$5 million pursuant to Rule 17.04(1) of the Listing Rules, the grant of Share Options to Mr. WANG Chen, Mr. XU Jiaqing and Ms. PENG Ting is not required to be approved by the shareholders of the Company at general meeting.

Save as disclosed in this announcement, to the best knowledge and belief of the Directors, none of the other Grantees is a Director, chief executive or substantial shareholder of the Company, or an associate (as defined in the Listing Rules) of any of them.

By order of the Board  
**Netjoy Holdings Limited**  
**XU Jiaqing**  
*Chairman of the Board*

Hong Kong, January 17, 2021

*As at the date of this announcement, the Board comprises Mr. WANG Chen and Mr. XU Jiaqing as executive Directors, Mr. QIN Miaomiao, Mr. DAI Liqun, Mr. ZHANG Jianguo and Mr. WANG Jianshuo as non-executive Directors and Mr. CHEN Changhua, Dr. RU Liyun and Ms. CUI Wen as independent non-executive Directors.*