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中達集團控股有限公司

CENTRAL WEALTH GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 139)

GRANT OF SHARE OPTIONS

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

The board (the “**Board**”) of directors (the “**Director(s)**”) of Central Wealth Group Holdings Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) announces that the Company granted an aggregate of 157,595,046 share options (the “**Options**”) to the grantees (the “**Grantee**”), who are staff of the Company, on 28 March 2024 (the “**Date of Grant**”), to subscribe, in aggregate, for up to 157,595,046 ordinary shares (each a “**Share**”) of HK\$0.01 each in the share capital of the Company under the share option scheme (the “**Share Option Scheme**”) adopted by the Company on 8 June 2023 subject to the acceptance of the Grantees.

Details of the Options granted are set out below:

Date of Grant	:	28 March 2024
Exercise price of Options granted	:	HK\$0.024 per Share (which is the highest of: (i) the closing price of HK\$0.023 per Share as stated in the Stock Exchange’s daily quotations sheet on the Date of Grant; and (ii) the average closing price of HK\$0.024 per Share as stated in the Stock Exchange’s daily quotations sheets for the five (5) business days immediately preceding the Date of the Grant);
Number of Options granted	:	157,595,046 Options (each Share Option entitling the holder thereof to subscribe for one (1) Share)

- Closing price of the Shares as quoted on the website of the Stock Exchange on the Date of Grant : HK\$0.023 per Share
- Exercise period of the Options : From the Vesting Date (as defined below) to 27 March 2029 (both days inclusive)
- Vesting period of the Options : The Options shall be vested on the earlier of (1) the day of fulfillment of the performance target by the Grantees to be appraised and confirmed by the Board; or (2) the day falling twelve months from the Date of Grant (the “**Vesting Date**”).

The Board and the remuneration committee of the Company (the “**Remuneration Committee**”) are of the view that the vesting period is appropriate, having considered that the grant of the Options serves as an incentive to the Grantee to continuous contribution to the development of the Group.

- Financial Assistance : No financial assistance shall be provided by the Group to the Grantees to facilitate the purchase/subscription of Shares under the Share Option Scheme.
- Performance Target : The Grantees shall have to meet the performance target set up by the Company with referencing to the current circumstances of the Group. The Board will determine whether the Grantees meet the individual performance target.

The purpose of the Share Option Scheme is to, among others, allow the Company to grant share options to the eligible participants as rewards or incentives for their potential contributions to the Group; and motivate the participants to optimise their performance and efficiency for the benefit of the Group.

Having considered that (1) the Options to be granted will give the Grantees an opportunity to have a personal stake in the Company; and (2) the value of the Options shall be subject to the market performance of the Shares, which in turn depends on the performance of the Group, to which the Grantees would directly contribute, the Remuneration Committee considers that the grant of the Options aligns with the purpose of the Share Option Scheme.

Clawback mechanism : The Options granted are not subject to any clawback mechanism but shall lapse (to the extent not already exercised) on the date when the Grantee(s) ceases to be an eligible participant under the Share Option Scheme.

The Board and the Remuneration Committee considers that a specific clawback mechanism is not necessary, having considered that the lapse of the Options upon the Grantee(s) cease to be an eligible participant under the Share Option Scheme, which is in line with the purpose of the Share Option Scheme and in the interests of the Company.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, (1) none of the Grantees is a Director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined under the Listing Rules); (2) none of the Grantees is a participant with share options granted and to be granted exceeding the 1% individual limit under the Listing Rules; and (3) each of the Grantees is not a related entity participant or a service provider (as defined under the Listing Rules) of the Company. As at the date of this announcement, the grant of the Options will not result in the share options granted and to be granted to each of the Grantees in the 12-month period up to and including the Date of Grant exceeding 1% of the Shares in issue.

After the grant of the Options, there shall be no further share options which will be available for future grant under the Share Option Scheme unless and until with refreshment of the scheme mandate limit.

By order of the Board
Central Wealth Group Holdings Limited
Chen Xiaodong
Chairman

Hong Kong, 28 March 2024

As at the date of this announcement, the Board comprises the following Directors:

Executive Directors

Mr. Chen Xiaodong (*Chairman*)
Mr. Li Jing (*Chief Executive Officer*)
Mr. Yu Qingrui
Ms. Song Caini
Mr. Chen Hongjin

Independent non-executive Directors

Mr. Kwok Chi Kwong
Mr. Wu Ming
Ms. Li Meifeng