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## **Zhou Hei Ya International Holdings Company Limited**

**周黑鴨國際控股有限公司**

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

**(Stock Code: 1458)**

### **SHARE PURCHASE PURSUANT TO THE RESTRICTED SHARE UNIT SCHEME**

We refer to the restricted share unit scheme of Zhou Hei Ya International Holdings Company Limited (the “**Company**”) adopted by the board of directors of the Company (the “**Board**”) on July 25, 2018 (the “**RSU Scheme**”), a summary of the principal terms of which was set out in the announcements of the Company dated July 25, 2018 and July 31, 2018 (the “**Announcements**”) and available on the website of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.zhouheiya.cn](http://www.zhouheiya.cn)). We also refer to the announcements of the Company dated October 24, 2018 and July 5, 2021 in relation to share purchase pursuant to the RSU Scheme. Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcements.

As disclosed in the Announcements, according to the Scheme Rules, the Company may (i) allot and issue Shares to the Trustee to be held by the Trustee and which will be used to satisfy the RSUs and/or (ii) direct and procure the Trustee to receive existing Shares from any shareholder of the Company or purchase existing Shares (either on-market or off-market) to satisfy the RSUs. The total number of Shares to be purchased by the Trustee under the RSU Scheme in any financial year will not exceed 3% of the total Shares in issue of the Company as at the beginning of that financial year.

In order to improve the Company’s long-term incentive mechanism, enhance team cohesion and competitiveness, and effectively promote the long-term development of the Company, with the confidence in the Company’s future development prospects and the high recognition of its value, the Board resolved to direct and procure the Trustee to purchase existing Shares according to the Scheme Rules.

During the period from December 12, 2023 to the date of this announcement, the Trustee has purchased an aggregate of 48,396,500 Shares from the market to hold on trust for the benefit of the Participants pursuant to the RSU Scheme and the Scheme Rules. The Shares so purchased will be used as awards for the Participants in the RSU Scheme. The Trustee shall abstain from voting on matters at general meetings pursuant to the Scheme Rules and the Listing Rules.

Details of the Shares purchased and held by the Trustee on trust are as follows:

Trade dates:	December 12, 2023 to January 11, 2024
Settlement dates:	December 14, 2023 to January 15, 2024
Total number of Shares purchased:	48,396,500
Percentage of the Shares purchased to the total number of Shares in issue as at the date of this announcement:	Approximately 2.03%
Average consideration per Share:	Approximately HK\$2.12
Total consideration of the Shares purchased:	HK\$102,576,712.39
Balance of Shares held by the Trustee for future grant of RSUs:	
– prior to the purchase	35,977,423
– immediately after the purchase	84,373,923

As at the date of this announcement, pursuant to the RSU Scheme, 251 selected persons had received the RSUs representing 40,067,577 shares of the Company. The Board will constantly review and determine at its absolute discretion such number of RSUs to be awarded to the Participants under the RSU Scheme with such vesting conditions as the Board may deem appropriate.

By order of the Board  
**Zhou Hei Ya International Holdings Company Limited**  
**ZHOU Fuyu**  
*Chairman*

Hong Kong, January 11, 2024

*As at the date of this announcement, the executive Directors are Mr. ZHOU Fuyu, Mr. ZHANG Yuchen and Mr. WEN Yong; the non-executive Director is Mr. PAN Pan; and the independent non-executive Directors are Mr. CHAN Kam Ching, Paul and Mr. LU Weidong and Mr. CHEN Chen.*