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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)

AMENDMENTS TO THE RSU SCHEME

We refer to the announcements of Zhou Hei Ya International Holdings Company Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated 25 July 2018, 31 July 2018 and 19 April 2024 in relation to the adoption of the RSU Scheme by the Company and amendments to the terms of the RSU Scheme (together, the “**Announcements**”). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcements.

AMENDMENTS TO THE RSU SCHEME

Pursuant to the Scheme Rules, the Board may alter the terms of the RSU Scheme at any time, subject to certain conditions. The Board hereby announces that it has resolved to amend the RSU Scheme with effect from 28 August 2025. The key amendments to the Scheme Rules are set out below:

Rule	The Amendments
2.1	<p data-bbox="352 236 1433 389">“Eligible Persons” means persons eligible to receive RSUs under this Scheme, <u>including (i) those who are existing employees, Directors (whether executive or non-executive, but excluding independent non-executive Directors) or officers of the Group, and (ii) Service Provider(s)</u></p> <p data-bbox="352 421 1433 868">“Service Provider(s)” means any person who, or entity which, provides services to the Group on a continuing or recurring basis in its ordinary and usual course of business which are in the interests of the long term growth of the Group or which will contribute significantly to the growth of the Group’s financial or business performance, <u>including any independent contractor, suppliers, consultant, agent and/or advisors who provides advisory services and consultancy services, as determined by the Board in its sole and absolute discretion, provided that any (i) placing agents or financial advisers providing advisory services for fundraising, mergers or acquisitions, and (ii) professional service providers such as auditors or valuers who provide assurance or are required to perform their services with impartiality and objectivity may not be Service Providers for the purpose of this Scheme</u></p>

Save for the above amendments and other minor and housekeeping amendments (the “**Amendments**”), all other terms of the RSU Scheme remain unchanged. The Board is of the view that none of the Amendments are of a material nature or operate to affect materially adversely any subsisting rights of any Participant.

The RSU Scheme is only satisfied by existing Shares. The RSU Scheme does not constitute a scheme involving the issue of new Shares as referred to in Chapter 17 of the Listing Rules. Therefore, the Amendments are not subject to the shareholders’ approval. The Amendments have been approved by the Board.

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

Hong Kong, 28 August 2025

As at the date of this announcement, the executive directors of the Company are Mr. ZHOU Fuyu, Mr. LYU Hanbin and Ms. WANG Yali; and the independent non-executive directors of the Company are Mr. CHAN Kam Ching, Paul, Mr. LU Weidong and Mr. CHEN Chen.