南旋控股有限公司

NAMESON HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1982)

PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME

The Board of Nameson Holdings Limited (南旋控股有限公司) is pleased to announce that the Board has resolved to propose the adoption of the New Share Option Scheme pursuant to Chapter 17 of the Listing Rules for approval by the Shareholders.

PROPOSED ADOPTION OF THE NEW SHARE OPTION SCHEME

The Share Option Scheme, which was adopted by the Company on 29 January 2016, expired on 11 April 2026 and no further options can be granted thereunder.

In view of the expiration of the Share Option Scheme and in order to provide appropriate equity incentives or rewards to suitable and eligible persons for their contributions or potential contributions to the Group, the Board proposes to seek approval from the Shareholders by way of ordinary resolution at the AGM to adopt the New Share Option Scheme in accordance with Chapter 17 of the Listing Rules.

The key terms of the New Share Option Scheme are set out below:

Purpose of the New Share Option Scheme

The purpose of the New Share Option Scheme is (i) to enable the Company to grant Options to the Eligible Participants as incentives or rewards for their contribution to the growth and development of the Group; (ii) to attract and retain personnel to promote the sustainable development of the Group; and (iii) to align the interest of the Grantees with those of the Shareholders to promote the long-term financial and business performance of the Company.

Duration and administration

Subject to the termination provision and the other terms and conditions of the New Share Option Scheme, the New Share Option Scheme shall be valid and effective until the Termination Date, after which period no further Options may be issued but the provisions of the New Share Option Scheme shall remain in force to the extent necessary to give effect to the vesting and exercise of any Options granted or exercised prior thereto or otherwise as may be required in accordance with the provisions of the New Share Option Scheme.

The New Share Option Scheme shall be subject to the administration of the Directors whose decision on all matters arising in relation to the New Share Option Scheme or their interpretation or effect shall be final and binding on all persons who may be affected thereby.

Eligible Participants

Subject to the terms and conditions of the New Share Award Scheme, the Directors shall, in accordance with the provisions of the New Share Option Scheme and the Listing Rules, be entitled but shall not be bound at any time within a period of 10 years commencing from the Adoption Date to make an Offer to any person belonging to the following classes of participants to subscribe, and no person other than the Eligible Participant named in such Offer may subscribe, for such number of Shares at such Subscription Price as the Directors shall determine:

(a) any Eligible Employee; and

(b) any non-executive Director (including independent non-executive Director) of the Company or its subsidiaries.

Basis of Eligibility of the Participants

The eligibility of any of the Eligible Participants to an Offer shall be determined by the Directors from time to time on the basis of the Directors' opinion as to his contribution to the development and growth of the Group. Save for specific performance target(s) and clawback mechanism that may be attached to any Option being granted to any of the Grantees under the New Share Option Scheme as an inducement to enter into employment contracts with the Company or its subsidiaries, no performance target(s) should be attached to any Option being granted to any of the Grantees under the New Share Option Scheme.

Vesting period

Subject to the terms and conditions of the New Share Award Scheme and the fulfilment of all applicable vesting conditions (if any), the Vesting Period in respect of any Option granted to any Eligible Participant shall not be shorter than 12 months from the date of acceptance of the Offer, provided that where the Eligible Participant is:

(a) an Employee Participant who is a Director or a senior management specifically identified by the Company, the Remuneration Committee shall have the authority to determine a shorter Vesting Period at the discretion of the Remuneration Committee, or

(b) an Employee Participant who is not a Director nor a senior management specifically identified by the Company, the Directors shall have the authority to determine a shorter Vesting Period at the discretion of the Directors in the following circumstances:

(i) grants of "make-whole" Options to new joiners to replace the share awards or options they forfeited when leaving the previous employer;

(ii) grants to an Employee Participant whose employment is terminated due to death or disability or occurrence of any out of control event;

(iii) grants that are made in batches during a year for administrative and compliance reasons, which include Options that should have been granted earlier if not for such administrative or compliance reasons but had to wait for subsequent batch. In such case, the Vesting Period may be shorter to reflect the time form which the Option would have been granted; or

(iv) grants with a mixed or accelerated vesting schedule such as where the Option may vest evenly over a period of 12 months.

Time of exercise of Options

Subject to the terms of the New Share Option Scheme and unless otherwise determined by the Directors in writing, a Grantee is required to hold an Option for a minimum period of 12 months before the exercise of an Option granted to him; and (ii) any Option granted is not subject to any clawback mechanism.

Subject to the fulfillment of all terms and conditions set out in the New Share Option Scheme and the Offer, including the attainment of any performance targets stated therein (if any), an Option shall be exercisable in whole or in part in the circumstances and in at any time or times during the Option Period.

Subscription Price

Subject to any adjustments to the Subscription Price, the Subscription Price in respect of any Option shall be at the discretion of the Directors, provided that it shall not be less than the highest of:

(a) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the Offer Date which must be a Business Day; and

(b) the average closing price of the Shares as stated in the Stock Exchange's daily quotations sheets for the five Business Days immediately preceding the Offer Date.

Maximum number of Shares available for subscription

The maximum number of Shares which may be allotted and issued in respect of all Options and awards to be granted under the New Share Option Scheme and any other share schemes adopted by the Company shall not exceed 10 per cent. of the number of Shares in issue (excluding treasury shares, if any) as at the date of approval of the New Share Option Scheme. Unless expressly approved by the Shareholders of the Company in general meeting and expressly allowed by the Stock Exchange, no Options or awards may be granted under the New Share Option Scheme or any other share scheme adopted by the Company if the grant of such Option or award will result in the limit of Scheme Mandate Limit being exceeded.

Conditions

The New Share Option Scheme adopted by the Company at a general meeting of the Shareholders is conditional upon the listing committee of the Stock Exchange granting the listing of and permission to deal in such number of Shares representing the Scheme Mandate Limit to be allotted and issued by the Company pursuant to the exercise of Options in accordance with the terms and conditions of the New Share Option Scheme.

No performance targets

Save specific performance target(s) and clawback mechanism that may be attached to any Option being granted to any of the Grantees under the New Share Option Scheme as an inducement to enter into employment contracts with the Company or its subsidiaries, no performance target(s) should be attached to any Option being granted to any of the Grantees under the New Share Option Scheme.

A circular containing, *inter alia*, further details of the New Share Option Scheme, together with the notice convening the AGM, will be made available on the websites of the Company (www.namesonholdings.com) and the Stock Exchange (www.hkexnews.hk) and despatched to the Shareholders who have requested printed copies as soon as practicable.

As at the date of this announcement, the proposed adoption of the New Share Option Scheme is subject to the approval of the Shareholders. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings:

"Adoption Date"	the date on which the adoption of the New Share Option Scheme is approved by the Shareholders
"AGM"	the annual general meeting of the Company to be convened
"Board"	the board of Directors
"Business Day(s)"	any day on which the Stock Exchange is open for business of dealing in securities
"Company"	Nameson Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 1982)
"Director(s)"	the director(s) of the Company

"Eligible Employee"	any employee (whether full time or part time, including any executive director, but excluding any non-executive director) of the Company or any of its Subsidiaries (and including persons who are granted options or awards under the New Share Option Scheme as an inducement to enter into employment contracts with these companies)
"Eligible Participant(s)"	the person(s) who may be invited by the Directors to take up Options pursuant to the New Share Option Scheme, including among others, (i) any Eligible Employee; and (ii) any non-executive Director (including independent non-executive Directors) of the Company or any subsidiary
"Employee Participant"	Directors and senior management of the Company or any of its subsidiaries
"Grantee(s)"	any Eligible Participant who accepts an Offer in accordance with the terms of the New Share Option Scheme or (whether the context so permits) his/her personal representative
"Group"	the Company and its subsidiaries
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
"New Share Option Scheme"	the new share option scheme of the Company to be proposed for adoption by the Company at the AGM
"Offer"	an offer for the grant of an Option
"Offer Date"	the date, which must be a Business Day, on which an Offer is made to an Eligible Participant
"Option(s)"	option(s) to subscribe for the Shares granted pursuant to the New Share Option Scheme
"Option Period"	in respect of any particular Option, a period (which must not be later than 10 years from the Offer Date of that Option) to be determined and notified by the Directors to the Grantee thereof and, in the absence of such determination, from the Offer Date to the earlier of (i) the date on which such Option lapses; and (ii) 10 years from the Offer Date of that Option
"Scheme Mandate Limit"	the maximum number of Shares which may be allotted and issued in respect of all options and awards to be granted under the New Share Option Scheme and any other share schemes which shall not exceed 10 per cent. of the number of Shares in issue (excluding treasury shares, if any) as at the Adoption Date

"Share Option Scheme"	a share option scheme approved and adopted by the Company on 29 January 2016
"Share(s)"	ordinary share(s) of nominal value of HK$0.01 each in the capital of the Company
"Shareholder(s)"	the holder(s) of the issued Shares
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Subscription Price"	the price per Share at which a Grantee may subscribe for the Shares on the exercise of an Option
"Termination Date"	close of business of the Company on the date which falls 10 years after the Adoption Date
"Vesting Date"	in relation to any Grantee, the earliest date stated in the Offer on which the Option (or a tranche thereof) granted to him may be exercised by such Grantee, pursuant to which Shares (or separate tranches of Shares) may be subscribed for pursuant to the terms of such Option
"Vesting Period"	in relation to any Grantee, the period commencing on the date on which the Grantee accepts the Option granted to him and ending on the Vesting Date (both dates inclusive)

By Order of the Board
Nameson Holdings Limited
Mr. Wong Wai Yue *MH*
Chairman

22 July 2026

As at the date of this announcement, the Board comprises Mr. Wong Wai Yue MH (Chairman), Mr. Man Yu Hin (Chief Executive Officer), Mr. Wong Ting Chun and Ms. Guo Fenfen, as executive Directors of the Company; and Ms. Fan Chiu Fun, Fanny GBM, GBS, JP, Mr. Sun Po Yuen JP and Mr. Ip Shu Kwan, Stephen GBS, JP as independent non-executive Directors of the Company.