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## **International Housewares Retail Company Limited**

### **國際家居零售有限公司**

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

**(Stock code: 1373)**

## **Renewal of Share Award Scheme**

Reference is made to the announcement of the Company dated 24 July 2015 in relation to the adoption of the Scheme. The original term of the Scheme was ten years commencing from the Adoption Date.

Pursuant to the Scheme Rules, the Board has the authority to renew the Scheme. The Board is pleased to announce that it has approved the renewal of the Scheme for a further term of ten years, effective from 24 July 2025. Except as disclosed above, the principal terms and provisions in the Scheme Rules shall remain unchanged and in full force and effect until 23 July 2035. This renewal ensures its continuation, enabling Selected Employee of the Group to continue participating. The objectives of the Scheme are (i) to recognise the contributions by the Group's Employees and to provide them with incentives in order to retain them for their continual operation and development of the Group; and (ii) to attract suitable personnel for further development of the Group.

The number of Shares to be awarded under the Scheme throughout its duration is limited to 5% of the issued share capital of the Company from time to time. The maximum number of Shares which may be granted to a Selected Employee under the Scheme shall not exceed 1% of the issued share capital of the Company from time to time.

The Scheme does not constitute a share scheme involving issuance of new Shares, but constitutes a share scheme pursuant to Chapter 17 of the Listing Rules. Therefore, the renewal of the Scheme will not be subject to the approval of the shareholders of the Company but shall be subject to the applicable disclosure requirement under Rule 17.12 of the Listing Rules.

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## **OBJECTIVES**

The objectives of the Scheme are (i) to recognise the contributions by the Group's Employees and to provide them with incentives in order to retain them for the continual operation and development of the Group; and (ii) to attract suitable personnel for further development of the Group.

## **DURATION**

Subject to any early termination as may be determined by the Board pursuant to the Scheme Rules, the Scheme shall be valid and effective for a term of 10 years commencing on the Renewal Date.

## **ADMINISTRATION**

The Scheme shall be subject to the administration of the Board and the Trustee in accordance with the Scheme Rules and the Trust Deed. The Trustee shall hold the Trust Fund in accordance with the terms of the Trust Deed.

## **SCHEME LIMIT**

The Board shall not make any further award of Awarded Shares which will result in the nominal value of the Shares awarded by the Board under the Scheme exceeding 5% of the issued share capital of the Company from time to time.

The maximum number of Shares which may be awarded to a Selected Employee under the Scheme shall not exceed 1% of the issued share capital of the Company from time to time.

## **OPERATION OF THE SCHEME**

The Board may from time to time cause to be paid a Contributed Amount to the Trust by way of settlement or otherwise which shall constitute part of the Trust Fund, for the purchase of Shares and other purposes set out in the Scheme Rules and the Trust Deed.

In connection with the implementation of the Scheme, the Board may from time to time instruct the Trustee to purchase the Shares on the Stock Exchange and to hold them in trust for the benefit of the Employees on and subject to the terms and conditions of the Scheme Rules and the Trust Deed.

Subject to the provisions of the Scheme, including but not limited to the restrictions and scheme limits set out above, the Board may, from time to time, at its absolute discretion select any Employee (other than any Excluded Employee) for participation in the Scheme as a Selected Employee, and grant such number of Awarded Shares to any Selected Employee at no consideration on and subject to such terms and conditions as it may in its absolute discretion determine.

## **AWARD OF AWARDED SHARES**

Subject to the Scheme Rules, the Board may, from time to time, at its absolute discretion select any Employee (other than any Excluded Employee) for participation in the Scheme as a Selected Employee, and grant such number of Awarded Shares to any Selected Employee at no consideration and in such number and on and subject to such terms and conditions as it may in its absolute discretion determine.

In determining the number of Awarded Shares to be granted to any Selected Employee, the Board shall take into consideration matters including, but without limitation to,

- (a) the contribution of the relevant Selected Employee to the performance of the Group;

- (b) the general financial condition of the Group; and
- (c) any other matter which the Board considers relevant.

The Board is entitled to impose any conditions (including a period of continued service within the Group after the Award), as it deems appropriate in its absolute discretion with respect to the vesting of the Awarded Shares on the Selected Employee, and shall inform the Trustee and such Selected Employee the relevant conditions of the Award and the Awarded Shares.

Where any grant of Awarded Shares is proposed to be made to any Selected Employee who is a Director, such grant must first be approved by all the members of the remuneration committee of the Company, or in the case where the grant is proposed to be made to any member of the remuneration committee, by all of the other members of the remuneration committee.

Where any grant of Awarded Shares is proposed to be made to any person who is a connected person of the Company within the meaning of the Listing Rules, the Company shall comply with such provisions of the Listing Rules as may be applicable unless otherwise exempted under the Listing Rules.

Prior to the Vesting Date, any Award made under the Scheme Rules shall be personal to the Selected Employee to whom it is made and shall not be assignable and no Selected Employee shall in any way sell, transfer, charge, mortgage, encumber or create any interest in favour of any other person over or in relation to the Awarded Shares referable to him pursuant to such Award.

### **VESTING OF AWARDED SHARES**

Subject to the terms and conditions of the Scheme and the fulfillment of all relevant vesting conditions, the respective Awarded Shares held by the Trustee on behalf of a Selected Employee pursuant to the provision of the Scheme Rules shall vest in such Selected Employee in accordance with the vesting schedule (if any) and the Trustee shall cause the Awarded Shares to be transferred to such Selected Employee on the Vesting Date.

In the event that the Board does not receive the required transfer documents from the Selected Employee to effect the transfer of the Awarded Shares at least 10 Business Days prior to the Vesting Date, the Awarded Shares which would have otherwise vested in such Selected Employee shall be automatically forfeited and remain as part of the Trust Fund.

In respect of a Selected Employee who died or retired by agreement with a member of the Group at any time prior to or on the Vesting Date, all the Awarded Shares of the relevant Selected Employee shall be deemed to be vested on the day immediately prior to his death or the day immediately prior to his retirement with the relevant member of the Group.

The Board may at its discretion, with or without further conditions, grant additional Shares or cash award out of the Trust Fund representing all or part of the income or distributions (including but not limited to cash income or dividends, cash income or net proceeds of sale of non-cash and non-scrip distribution, bonus Shares and scrip dividends) declared by the Company or derived from such Awarded Shares during the period from the date of Award to the Vesting Date to a Selected Employee upon the vesting of any Awarded Shares.

## **DISQUALIFICATION OF SELECTED EMPLOYEE**

In the event that prior to or on the Vesting Date, a Selected Employee is found to be an Excluded Employee or is deemed to cease to be an Employee, including but not limited to the following circumstances:

- (a) where such person has committed any act of fraud or dishonesty or serious misconduct;
- (b) where such person has been declared or adjudged to be bankrupt by a competent court or governmental body or has failed to pay his debts as they fall due (after the expiry of any applicable grace period) or has entered into any arrangement or composition with his creditors generally or an administrator has taken possession of any of his assets;
- (c) where such person has been convicted of any criminal offence; or
- (d) where such person has been convicted of or is being held liable for any offence under or any breach of the SFO or other securities laws or regulations in Hong Kong or any other applicable laws or regulations in force from time to time, the relevant Award made to such Selected Employee shall automatically lapse forthwith and the relevant Awarded Shares shall not vest on the relevant Vesting Date but shall remain part of the Trust Fund.

## **RESTRICTION**

No Award shall be made by the Board and no instructions to acquire any Shares shall be given to the Trustee under the Scheme pursuant to the Scheme Rules where dealings in the Shares are prohibited under any code or requirement of the Listing Rules and all applicable laws from time to time, including but not limited to the following circumstances:

- (a) after an event involving inside information in relation to affairs or securities of the Company has occurred or a matter involving inside information in relation to the securities of the Company has been the subject of a decision, until such inside information has been publicly announced in accordance with the application laws and the Listing Rules;
- (b) during the period of 60 days immediately preceding the publication date of the annual results for any financial period of the Company or, if shorter, the period from the end of the relevant financial period up to the publication date of the results;
- (c) during the period of 30 days immediately preceding the publication date of the interim results for any financial period of the Company or, if shorter, the period from the end of the relevant half-year period of the financial period up to the publication date of the results; or
- (d) in any circumstance which is prohibited under the Listing Rules, the SFO or any other law or regulation or where any requisite approval from any governmental or regulatory authority has not been granted.

## **ALTERATION OF THE SCHEME**

The Scheme may be amended in any respect by a resolution of the Board provided that no such amendment shall operate to affect materially and adversely any subsisting rights of any Selected Employee under the Scheme Rules.

## **VOTING RIGHTS**

The Trustee shall not exercise the voting rights in respect of any Shares held by it under the Trust.

## **TERMINATION**

The Scheme shall terminate on the earlier of: (i) the 10th anniversary date of the Renewal Date; and (ii) such date of early termination as determined by the Board by a resolution of the Board, provided that such termination shall not affect any subsisting rights of any Selected Employees under the Scheme.

## **LISTING RULES IMPLICATION**

The Scheme does not constitute a share scheme involving issuance of new Shares, but constitutes a share scheme pursuant to Chapter 17 of the Listing Rules. Therefore, the renewal of the Scheme will not be subject to the approval of the shareholders of the Company but shall be subject to the applicable disclosure requirement under Rule 17.12 of the Listing Rules.

As at the date of this announcement, 4,015,000 Awarded Shares (having taken into account of Awarded Shares conducted by the Company since adoption of the Scheme) were outstanding in the pool of the Scheme. Such Awarded Shares might be granted to the Selected Employee subject to the terms and conditions of the Scheme and compliance with necessary requirements under the Listing Rules.

## **DEFINITIONS**

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| “Adoption Date”    | 24 July 2015, being the date on which the Board adopted the Scheme Rules for the establishment of the Scheme;  |
| “Award”            | an award of the Awarded Shares by the Board to a Selected Employee pursuant to the Scheme;   |
| “Awarded Share(s)” | in respect of a Selected Employee, such number of Shares as awarded by the Board;  |
| “Board”            | the board of Directors of the Company and if the context so permits, it shall include person(s) as from time to time delegated with the power and authority by the board of Directors of the Company to administer the Scheme; |
| “Business Day”     | a day (other than Saturday, Sunday or public holiday) on which the Stock Exchange is open for trading and on which banks are open for business in Hong Kong;   |
| “Company”          | International Housewares Retail Company Limited a company incorporated under the laws of the Cayman Islands on 18 April 2013 as an exempted company with limited liability;  |

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|------------------------|--|
| “Contributed Amount”   | cash paid or made available to the Trust by way of settlement or otherwise contributed by the Company and/or its subsidiaries as permitted under the Scheme to the Trust as determined by the Board from time to time;   |
| “Director(s)”          | the director(s) of the Company;  |
| “Employee(s)”          | any individual being an employee (including without limitation any Director) of any member of the Group at any time during the Trust Period;   |
| “Excluded Employee(s)” | any Employee who is resident in a place where the award of the Awarded Shares and/or the vesting and transfer of the Awarded Shares pursuant to the terms of the Scheme is not permitted under the laws or regulations of such place or where in the view of the Board or the Trustee (as the case may be), compliance with applicable laws or regulations in such place makes it necessary or expedient to exclude such Employee;   |
| “Group”                | the Company and its subsidiaries;  |
| “HK\$”                 | Hong Kong dollar, the lawful currency of Hong Kong;  |
| “Hong Kong”            | the Hong Kong Special Administrative Region of the People’s Republic of China;   |
| “Listing Rules”        | The Rules Governing the Listing of Securities on the Stock Exchange;   |
| Renewal Date           | 24 July 2025, being the date on which the Board renewed the Scheme for a further term of 10 years;   |
| “Residual Cash”        | cash in the Trust Fund (including without limitation (i) any Contributed Amount or any remaining amount thereof; (ii) any cash income or dividends derived from Shares held under the Trust; (iii) other cash income or net proceeds of sale of non-cash and non-scrip distribution derived from or in respect of the Shares held under the Trust; and (iv) all interest or income derived from deposits maintained with licensed banks in Hong Kong) which has not been applied in the acquisition of any Shares; |
| “Scheme”               | means the “Share Award Scheme” constituted by the Scheme Rules;  |
| “Scheme Rules”         | means the Rules relating to the Scheme as amended from time to time;   |

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| “Selected Employee(s)” | Employee(s) selected by the Board for participation in the Scheme;  |
| “SFO”                  | the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong);   |
| “Shares”               | shares in the ordinary share capital of the Company;  |
| “Stock Exchange”       | The Stock Exchange of Hong Kong Limited;  |
| “Trust Deed”           | a trust deed between the Company and the Trustee as trustee (as restated, supplemented and amended from time to time);  |
| “Trust Fund”           | <p>the funds and properties held under the Trust and managed by the Trustee for the benefit of the Employees (other than the Excluded Employees), including without limitation:</p> <ul style="list-style-type: none"> <li>(a) all Shares acquired by the Trustee for the purpose of the Trust out of the Residual Cash and such other scrip income (including but not limited to bonus Shares and scrip dividends declared by the Company) derived from the Shares held upon the Trust;</li> <li>(b) any Residual Cash;</li> <li>(c) any Awarded Shares or other property to be vested or not vested with the Selected Employee under the terms of the Scheme; and</li> <li>(d) all other properties from time to time representing (a), (b) and (c) above;</li> </ul> |
| “Trust Period”         | <p>the period beginning with the Renewal Date and ending upon the earlier of:</p> <ul style="list-style-type: none"> <li>(a) the tenth anniversary of the date of Renewal of the Scheme; or</li> <li>(b) such date of early termination as determined by the Board;</li> </ul>  |
| “Trust”                | the trust constituted by the Trust Deed;  |
| “Trustee”              | Bank of Communications Trustee Limited (which is independent and not connected with the Company) and any additional or replacement trustees, being the proposed trustee or trustees for the time being of the trusts to be declared in the Trust Deed; and  |

“Vesting Date”

in respect of a Selected Employee, the date on which his entitlement to the Awarded Shares is vested in such Selected Employee in accordance with the Scheme.

By Order of the Board  
**International Housewares Retail Company Limited**  
**NGAI Lai Ha**  
*Chairman and Executive Director*

Hong Kong, 24 July 2025

*As at the date of this announcement, the executive Directors are Ms. NGAI Lai Ha, Mr. LAU Pak Fai Peter and Mr. CHENG Sing Yuk, and the independent non-executive Directors are Mr. MANG Wing Ming Rene, Mr. NG Sze Yuen Terry and Mr. YEUNG Yiu Keung.*