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shishi

shi shi services limited

時時服務有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8181)

ADOPTION OF SHARE AWARD PLAN

The Board is pleased to announce that the Company has adopted the Plan on 6 August 2021 to recognise and reward the contribution of certain Eligible Participants to the growth and development of the Group and to give incentives thereto in order to motivate them for the continual operation and development of the Group and to attract suitable personnel for further development of the Group.

The Plan is a discretionary share plan of the Company and does not constitute a share option scheme within the meaning of Chapter 23 of the GEM Listing Rules. As such, no Shareholders' approval is required for the adoption of the Plan.

INTRODUCTION

The Board is pleased to announce, on a voluntary basis, that it has adopted the Plan on 6 August 2021. The purposes and the principal terms of the Plan are summarised below.

1. Purposes

The purposes of the Plan are to:

- (i) recognise and reward the contribution of certain Eligible Participants to the growth and development of the Group and to give incentives thereto in order to motivate them for the continual operation and development of the Group; and
- (ii) attract suitable personnel for further development of the Group.

2. Administration

The Plan shall be subject to the administration of the Board whose decision on all matters arising in relation to the Plan or its interpretation or effect shall be final, conclusive and binding on all persons who may be affected thereby, provided that such administration shall not prejudice, where applicable:

- (a) the powers of the Trustee as provided under the Trust Deed, or
- (b) the powers of the Remuneration Committee (or such committee or such sub-committee or person(s) delegated with such power and authority by the Board) on recommending and/or deciding (on and subject to the terms and conditions provided under the Plan) the selection of the Selected Participants, the number of Awarded Shares to be awarded to the respective Selected Participants and other related matters as expressly provided under the Plan.

3. Term

Subject to early termination by the Board, the Plan shall be valid and effective for a term of ten (10) years commencing from the Adoption Date, and after the expiry of such period no further Awards may be made but these rules of the Plan shall remain in full force and effect to the extent necessary to give effect to any Awards made prior thereto.

4. Award of Shares

The Board shall, subject to and in accordance with these rules of the Plan, be entitled (but shall not be bound) to, at any time during the continuation of the Plan, make an Award to any of the Eligible Participants (excluding any Excluded Participant) such number of issued Shares, fully paid or credited as fully paid, as the Board shall determine pursuant to these rules of the Plan. The Award may either be (i) made out of the Shares Pool; or (ii) in the form of new Shares directly allotted to the Selected Participants.

5. Maximum number of Award

The total maximum number of Shares which may be awarded under the Plan must not in aggregate exceed 10% of the Shares in issue as at the Adoption Date or the date of approval of any refreshed limit, if any (including those Shares awarded by way of direct allotment). The total number of Awarded Shares granted to each Selected Participant in any 12-month period must not exceed 1% of the relevant class of securities of the Company (or its Subsidiary) in issue. In addition, subject to applicable requirements of Chapter 20 of the GEM Listing Rules, each Awarded Share granted to a director, chief executive or substantial shareholder of the Company, or any of their respective associates, must not result in the Awarded Shares already granted and to be granted to such Selected Participant in the 12-month period up to and including the date of such grant:

- (a) representing in aggregate over 0.1% of the relevant class of securities in issue; and
- (b) (where the securities are listed on the Stock Exchange), having an aggregate value, based on the closing price of the securities at the date of each grant, in excess of HK\$5 million.

6. Restrictions on an Award

The eligibility of any of the Eligible Participants to an Award shall be determined by the Board from time to time on the basis of the Board's opinion as to his contribution and/or future contribution to the development and growth of the Group.

An Award or, as the case may be, any instruction of the Board to the Trustee or SPV (as the case may be) to subscribe or acquire Shares may not be made after an event has occurred or a matter has been the subject of a decision until such inside information (has the meaning ascribed in Part XIVA of the SFO) has been published in accordance with the GEM Listing Rules and applicable laws and regulations. In particular, during the period preceding the publication of financial results in which the Directors are prohibited from dealing in Shares pursuant to the Required Standard of Dealings under Chapter 5 of the GEM Listing Rules or any corresponding code or securities dealing restrictions adopted by the Company and up to the date of publication of the relevant financial results, no Award may be made.

The Board may not make an Award to any Director during the periods or times in which the Directors are prohibited from dealing in Shares pursuant to the Required Standard of Dealings under Chapter 5 of the GEM Listing Rules or any corresponding code or securities dealing restrictions adopted by the Company.

If any Award is proposed to be made to a Connected Person, any such Award shall satisfy all applicable requirements of Chapter 20 of the GEM Listing Rules.

An Award shall be personal to the Selected Participant and shall not be transferable or assignable and no Selected Participant shall in any way sell, transfer, charge, mortgage, encumber or otherwise dispose of or create any security or adverse interest whatsoever in favour of any third party over or in relation to an Award or enter or purport to enter into any agreement to do so provided that the Selected Participant may assign the Award to a company wholly beneficially owned by the Selected Participant. Any breach of the foregoing by any Selected Participant shall entitle the Company to cancel the Award made to such Selected Participant.

7. Rights attached to Shares

The Selected Participants shall not have any right to receive any Awarded Shares set aside for them and all Other Distributions attributable thereto unless and until the legal and beneficial ownership of such Awarded Shares have been transferred and vested to and in the Selected Participants in accordance with the terms hereof.

8. Satisfaction of the Awards

At the beginning of each financial year of the Group, the Board shall (after having regard to all relevant circumstances and affairs of the Group) determine the maximum amount of the Group Contribution (“**Group Contribution Annual Threshold**”) to be allocated to the Trustee or via SPV (as the case may be) during such financial year for subscribing or purchasing Shares for the purpose of implementation of the Plan. The Group Contribution Annual Threshold shall (and is intended to) be applied to cover (i) the subscription or purchase prices for the Shares to be subscribed or purchased for implementation of the Plan (as the case may be), and (ii) all related expenses (including, but not limited to the brokerage fee, stamp duty, SFC transaction levy, Stock Exchange trading fee and investor compensation levy and such other necessary expenses) required for the completion of the subscription or purchase of all the Awarded Shares (as the case may be)). At any time during any particular financial year, the Board, after having regard to all relevant circumstances and affairs of the Group, may from time to time cause to be paid from the Company’s resources such amount of moneys which may be utilised by the Trustee or, as authorised by the Trustee, via SPV (as the case may be) to subscribe for or purchase Shares which will constitute the Shares Pool, provided that the amount of moneys so paid together with any moneys paid for that financial year shall not in any event exceed the Group Contribution Annual Threshold.

The Company shall bear the costs and expenses of establishing, administering and implementing the Plan such as the Trustee’s fees and costs (where applicable), any transaction levy, investor compensation levy, brokerage, trading fee, trading tariff and stamp duty.

The Company shall comply with the relevant GEM Listing Rules when allotting and issuing any new Shares under a General Mandate or Specific Mandate (as the case may be) and applications shall be made by the Company to the Stock Exchange for the granting of the listing of, and permission to deal in, the new Shares to be allotted and issued.

9. Alteration of rules of the Plan

The rules of the Plan may be altered by the prior sanction of a resolution passed by the Board together with (where applicable) the prior written consent of the Trustee, provided that no such alteration shall operate to affect adversely any rights of any Selected Participant in respect of his/her Awarded Shares which remain unvested except with the consent in writing of the majority of the Selected Participants whose Awarded Shares remained unvested on that date (but, for the avoidance of doubt, excluding for this purpose any such Shares in respect of which that date is a Vesting Date) as would be required of the holders of Shares under the Articles for a variation of the rights attached to such Shares.

10. Termination of the Plan

The Plan shall commence on the Adoption Date and shall terminate on the earlier of (i) the 10th anniversary date of the Adoption Date; and (ii) such date of early termination as determined by the Board, provided that such termination shall not affect any subsisting rights of any Selected Participant hereunder.

Upon termination, no further Award will be made but all the Awarded Shares and Other Distributions attributable thereto shall become vested on the Selected Participant so referable on the Vesting Date.

11. Miscellaneous

The Selected Participants shall pay all tax and discharge all liabilities to which they may become subject or liable as a result or consequence of his participation in the Plan, acceptance of any Award made thereunder, and taking the transfer and vesting of the related Awarded Shares to and in him, or any of the foregoing.

IMPLICATIONS UNDER THE GEM LISTING RULES

The Plan is a discretionary share plan of the Company and does not constitute a share option scheme within the meaning of Chapter 23 of the GEM Listing Rules. As such, no Shareholders' approval is required for the adoption of the Plan.

DEFINITIONS

In this announcement, unless the context requires otherwise, the following terms shall have the same following meanings as set out below.

“Adoption Date”	6 August 2021, being the date on which the Plan is adopted by the Board
“Articles”	the articles of association of the Company as adopted or amended from time to time
“Award”	a provisional award of the Awarded Shares made in accordance with the Plan
“Awarded Share(s)”	the Share(s) provisionally awarded to the Selected Participant pursuant to the Award
“Board”	the board of Directors
“Company”	Shi Shi Services Limited (時時服務有限公司), a company incorporated in the Cayman Islands with limited liability, the issued Shares of which are listed on GEM of the Stock Exchange (stock code: 8181)
“Connected Person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Director(s)”	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, and including any person who has entered into an employment contract with the Group, provided that the commencement date of his tenure under the employment contract shall fall on a date before the Vesting Date and such employment contract shall remain valid and subsisting up to and including the Vesting Date, and provided that such person shall not be regarded as Eligible Employee if he dies before the commencement date of this tenure under the employment contract) of the Company, any Subsidiary or any Invested Entity

“Eligible Participant”

any person belonging to the following classes of participants:

- (a) any Eligible Employee;
- (b) any non-executive directors (including independent non-executive directors) of the Company, any Subsidiary or any Invested Entity;
- (c) any supplier or vendors of goods or services to any member of the Group or any Invested Entity;
- (d) any customer of any member of the Group or any Invested Entity;
- (e) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity;
- (f) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued by any member of the Group or any Invested Entity;
- (g) any adviser (professional or otherwise) or consultant to any area of business or business development of any member of the Group or any Invested Entity; and

(h) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group,

and, for the purposes of the Plan, the Award may be made to any company wholly-owned by one or more of the above participants

“Excluded Participant”	any person who is resident in a place where the award of the Awarded Shares and/or the award of the Returned Shares and/or the vesting and transfer of Shares pursuant to the terms of the Plan is not permitted under the laws and regulations of such place or where in the view of the Board or the Trustee (as the case may be) compliance with applicable laws and regulations in such place make it necessary or expedient to exclude such person
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange, as amended from time to time
“General Mandate”	the general mandate granted or to be granted by Shareholders at general meetings from time to time
“Group”	the Company and its Subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Invested Entity”	any entity in which any member of the Group holds any equity interest
“Other Distributions”	any dividends and other distributions declared and made in respect of any Awarded Shares
“Plan”	the share award plan adopted by the Company on the Adoption Date, a summary of the principal terms of which is set out in this announcement
“Personal Representative(s)”	the person or persons who, in accordance with the laws of succession applicable in respect of the death of a Selected Participant (being an individual), is or are entitled to the Awarded Shares to be vested in such Selected Participant

“Remuneration Committee”	the remuneration committee of the Board
“Required Standard of Dealings”	has the meaning ascribed to it under rule 5.46 of the GEM Listing Rules
“Returned Shares”	such Awarded Shares and Other Distributions which are not vested and/or forfeited in accordance with the terms of the Plan, or was forfeited in accordance with the terms of the Plan, or such Shares being deemed to be Returned Shares
“Selected Participant”	any Eligible Participant for whom Shares have been provisionally set aside pursuant to the Award or his Personal Representative
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company (or, if there has been a consolidation, reduction, reclassification, sub-division or reconstruction of the share capital of the Company, shares forming part of the equity share capital of the Company of such revised amount as shall result from such consolidation, reduction, re-classification, sub-division or reconstruction of such ordinary shares from time to time)
“Shares Pool”	a pool of Shares, fully paid or credited as fully paid, for the time being and from time to time held by the Trustee pursuant to the Trust Deed, set aside by the Trustee, at any time during the continuation of the Plan and the Trust Deed, as the appropriate number of Awarded Shares
“Shareholder(s)”	holder(s) of the Share(s)
“Specific Mandate”	the specific mandate granted or to be granted by Shareholders at general meetings from time to time
“SPV”	a special purpose vehicle to be established by the Trustee for the purpose of the Plan subject to the provisions of the Trust Deed
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Subsidiary(ies)”	a company which is for the time being and from time to time a subsidiary (within the meaning of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)) of the Company, whether incorporated in Hong Kong or elsewhere
“Trust Deed”	the trust deed to be executed by the Company (if necessary) as settlor and the Trustee as trustee in respect of Shares and other trust fund (if any) to be held by the Trustee subject to the terms thereof, as amended from time to time
“Trustee”	such trustee or trustees as shall be from time to time appointed by the Company (if necessary) for the administration of Shares and other trust fund to be held by the Trustee for the implementation of this Plan pursuant to and in accordance with the terms of the Trust Deed
“Vesting Date”	in relation to any Selected Participant, the date on which the legal and beneficial ownership of the Awarded Shares are transferred to and vested in such Selected Participant pursuant to the Award
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent

By order of the Board
Shi Shi Services Limited
Huang Liming
Chairman and Executive Director

Hong Kong, 6 August 2021

As at the date of this announcement, the executive Directors are Mr. Huang Liming (Chairman), Mr. Lee Chin Ching, Cyrix and Mr. Ho Ying Choi, and the independent non-executive Directors are Mr. Lin Dongming, Mr. Lam Kai Yeung and Mr. Lo Chi Ho, Richard.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and the Company’s website at www.shishiservices.com.hk.