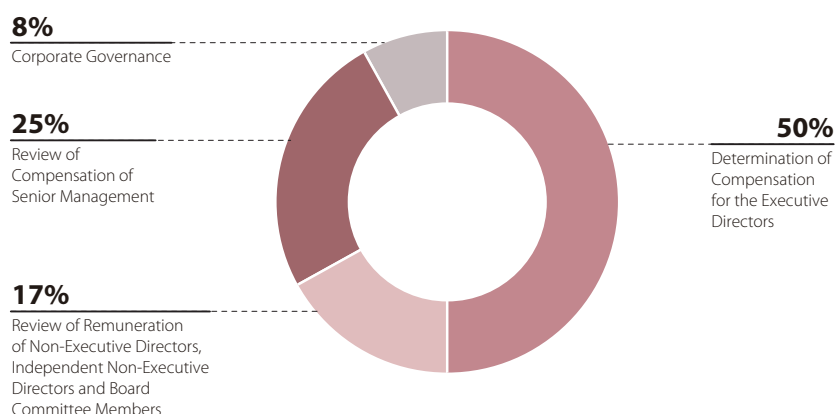


Remuneration Committee Report

Dear Shareholders,

We are pleased to present the Remuneration Committee Report for 2024. The primary roles of the Remuneration Committee are to advise the Board on the formulation of remuneration policy, to determine remuneration and incentive packages for Directors and senior management, and to ensure that the remuneration packages are commensurate with the qualifications and competencies of the Directors and senior management and are in the best interests of the Company and its Shareholders.

Committee activities and agenda time during the year



Composition in 2024	<p>Chung Cordelia* (Chairman) (appointed as the chairman on 5 June 2024)</p> <p>Churchouse Frederick Peter*</p> <p>Young Elaine Carole* (appointed on 5 June 2024)</p> <p>Fan Yan Hok Philip* (ceased to be a member on 5 June 2024)</p> <p>* INED</p>
Independence Weighting	100%
Meeting Schedule	<ul style="list-style-type: none"> At least one meeting every year One meeting in 2024
Highlights in 2024 and 2025	<ul style="list-style-type: none"> Considered remuneration for Directors and senior management Considered the Group's compensation structure Reviewed and updated its terms of reference

Remuneration Committee Report

ROLES AND AUTHORITIES

The Remuneration Committee's main roles and authorities are to:

- Review the Group's framework and general policies for the remuneration of EDs and senior management and make recommendations to the Board;
- Review and determine the remuneration of EDs and senior management as recommended by the management;
- Review and make recommendations to the Board on the fees of NEDs, INEDs and Board Committee members prior to Shareholders' approval at the general meetings; and
- Review matters related to share incentive plans (including matters related to share schemes under Chapter 17 of the Listing Rules), changes to the key terms of pension plans, and the key terms of any new compensation and benefits plans that have a material financial, reputational and strategic impact on the Company.

ACTIVITIES

The EDs and management may be invited to Remuneration Committee meetings to present updates and/or answer relevant questions in order to facilitate the decision-making process. No Director is involved in deciding their own remuneration.

Details of the meeting held in February 2024 were set out in the 2023 Annual Report. In February 2025, the Remuneration Committee held a meeting to:

- Approve the EDs' 2025 compensation packages and 2024 performance-based bonuses;
- Review the fees for NEDs, INEDs and Board Committee members;
- Review and determine the compensation packages of senior management; and
- Review the terms of reference of the Remuneration Committee.

Members' attendance records are disclosed in the table on page 84.

REMUNERATION POLICY

We recognise the importance of a transparent remuneration policy and practice, which are underpinned by three cornerstones:

1. Effective Corporate Governance
- No Director is involved in deciding their own remuneration;
 - Compensation packages of EDs are reviewed and approved by the Remuneration Committee;
 - Remuneration of NEDs and INEDs are approved by the Board upon the recommendation of the Remuneration Committee and subject to Shareholders' approval;
 - Compensation packages of senior management and department heads are reviewed and approved by the Remuneration Committee; and
 - Independent professional advice is to be sought where appropriate.

2. Market Benchmarking

- Hong Kong property developers and companies listed on the main board of the Stock Exchange with investment property business were selected as comparators for benchmarking Director's fees and remuneration of EDs and senior management.

3. Performance-linked

- Remuneration packages and structures for EDs and senior management shall reflect a fair reward system for all participants, taking into account both quantitative and qualitative assessments of performance in the forms of financial and operational targets and behavioural competencies that align with the Group's long-term strategy, corporate culture and core values.
- With the aim of incentivising a proper balance between business performance and long-term sustainable growth, long-term contributions shall be reviewed and evaluated based on, among others, the pre-determined long-term objectives and development plan, considering also the alignment with the Group's long-term strategy, corporate culture and core values, etc.

REMUNERATION POLICY FOR EXECUTIVE DIRECTORS AND SENIOR MANAGEMENT

The Group's approach is to provide a fair market level of remuneration to attract, retain and motivate high-quality EDs, senior management and employees. At the same time, rewards must be aligned with the Company's strategy, corporate culture, core values, performance and Shareholders' interests.

The following principles of remuneration for EDs and senior management have been established:

- The Remuneration Committee shall determine the overall amount of each component of remuneration, taking into account:
 - (i) both quantitative and qualitative assessments of performance;
 - (ii) the achievement of financial and operational key performance targets; and
 - (iii) behavioural competencies that align with the Group's long-term strategy, corporate culture and core values;
- Remuneration policy and practices shall be as transparent as possible and reviewed regularly, independent of executive management;
- Grantees of the share schemes of the Company shall develop significant personal shareholdings through executive share incentive schemes, in order to align their interests with those of the Shareholders;
- Remuneration packages shall be set at levels that ensure comparability and competitiveness with Hong Kong-based companies competing for a similar talent pool, with special emphasis on the real estate industry. Independent professional advice is to be sought where appropriate; and
- Pay and employment conditions elsewhere in the Group shall be taken into account.

Remuneration Committee Report

In reviewing and determining remuneration for EDs and senior management, the Remuneration Committee will take into account their overall achievements with respect to the following determining factors, each with a series of measures:

Components	Determining Factors
Fixed compensation	
Base salary and allowances	<ul style="list-style-type: none"> Market trends: increments in line with general and real estate industry norms Market benchmarks relevant to role and job scope Company performance (with reference to the Group's turnover growth, occupancy rate, property expenses ratio, underlying profit, etc.) Individual performance and contribution^{Note 1}, measured against annual financial and operational targets (turnover, expense ratio, earnings per share ("EPS"), portfolio year-end occupancy, achievement of key strategic initiatives, etc.)
Variable compensation	
Performance bonus	<ul style="list-style-type: none"> Company performance (with reference to the Group's turnover growth, occupancy rate, property expenses ratio, underlying profit, etc.) Individual performance and contribution^{Note 1}, measured against annual financial and operational targets (turnover, expense ratio, EPS, portfolio year-end occupancy, achievement of key strategic initiatives, etc.) Actual bonus payout ranges from 0–200% of target bonus, which is set as a percentage of annual base salary
Share incentives	<ul style="list-style-type: none"> Company performance (with reference to the Group's turnover growth, occupancy rate, property expenses ratio, underlying profit, etc.) Corporate KPIs^{Note 2}, individual performance and potential, as well as long-term contribution^{Note 3} to the Company Level of share options and/or share awards granted is based on a prescribed grant multiple of annual base salary^{Note 4}

Notes:

- Employees are required to undergo mid-year and annual performance appraisals, during which individual performance targets (financial and operational) are set. Performance is continually monitored throughout the year and evaluated against these performance targets semi-annually. Performance assessment on the achievement of performance targets and behavioural competencies that align with the Group's long-term strategy, corporate culture and core values, culminating in an individual performance rating that will determine the fixed and variable compensation outcomes.
- The grant of share incentives is contingent upon the fulfilment of specific corporate level performance conditions, including the KPIs on Group's turnover growth, occupancy rate, property expenses ratio, and underlying profit. Under the 2024 Share Award Scheme, the vesting of Performance Shares is determined by company performance, measured as Total Shareholder Return. For details, please refer to the relevant section in this Remuneration Committee Report.
- With the aim of incentivising a proper balance between business performance and long-term sustainable growth, long-term contribution is reviewed and evaluated based on, among others, the pre-determined long-term objectives and development plan, considering also the alignment with the Group's long-term strategy, corporate culture and core values, etc.
- The size of the grant will be determined based on a multiple of the base salary and relevant individual performance metrics. The Board regularly reviews both the grant and vesting structures to ensure alignment with the goals of the share incentive schemes, as well as the VMVs of the Group.

In February 2025, the Remuneration Committee held a meeting to consider the annual base salaries of Ms. Lee Irene Yun-Lien and Mr. Lui Kon Wai. The Remuneration Committee approved and recommended for the Board's approval their 2025 annual fixed base salaries of HK\$8,240,000 and HK\$5,953,000 respectively, and 2024 performance-based bonus amounts of HK\$11,124,000 and HK\$5,953,000, respectively.

Details of Directors' remuneration, including individual EDs and senior management's emoluments for 2024, as well as changes in share options and/or share awards for EDs during the year, are set out in notes 10, 11 and 36, respectively, to the consolidated financial statements.

Remuneration Policy for NEDs and INEDs

These are the key guiding principles of the remuneration for our NEDs and INEDs:

- Remuneration shall be set at an appropriate level to attract and retain first-class non-executive talent;
- Remuneration of NEDs and INEDs shall be set by the Board and subject to Shareholders' approval at the general meetings and should be proportional to their commitment and contribution to the Company;
- Remuneration practices shall be consistent with recognised best practices and standards for the remuneration of the NEDs and INEDs;
- Remuneration shall be in the form of cash, payable semi-annually; and
- NEDs and INEDs shall not receive share options and/or share awards from the Company.

In 2024, NEDs and INEDs received no compensation from the Group other than the Directors fees disclosed below. None of the NEDs and INEDs received any pension benefits from the Company, nor did they participate in any bonus or incentive schemes.

NEDs and INEDs received fees totalling HK\$3,223,000 during 2024.

Director Fee Levels

Director fees are subject to Shareholders' approval at general meetings. In February 2025, the Remuneration Committee duly considered a number of factors, including the level of responsibility, experience and abilities required of the Directors, the level of care and amount of time required, employment conditions elsewhere in the Group, as well as the fees offered for similar positions in comparable companies requiring the same talent and agreed that the Director fees shall be maintained at the same level.

The current fees for the NEDs, INEDs and Board Committee members are set out below. EDs do not receive any Director fees.

	Per annum HK\$	
Board		
NED and INED	280,000	(Note 1)
Audit and Risk Management Committee		
Chairman	180,000	(Note 1)
Member	108,000	(Note 1)
Remuneration Committee		
Chairman	75,000	(Note 1)
Member	45,000	(Note 1)
Nomination Committee		
Chairman	50,000	(Note 1)
Member	30,000	(Note 1)
Sustainability Committee		
Chairman	50,000	(Note 2)
Member	30,000	(Note 2)

Notes:

1. Approved by Shareholders at the 2019 AGM and took effect on 1 June 2019.
2. Approved by the Board and took effect on 1 January 2020.

Remuneration Committee Report

Human Resources Practices

The Group aims to attract, retain and develop high-calibre individuals who are committed to attaining our objectives and aligning with Hysan's corporate culture and core values. The total number of employees of the Group as at 31 December 2024 was 520 (2023: 516). The Group's human resources practices are aligned with our corporate objectives in order to maximise Shareholder value and achieve sustainable growth. Details of our human resources programmes, training and development are set out in our Sustainability Report 2024.

Long-term Incentives: Share Schemes

Share Option Schemes

The Company may grant options under executive share option schemes as adopted from time to time (the "Share Option Schemes"). The purpose of such schemes is to strengthen the connection between individual employees and Shareholders' interests.

The Board may, at its discretion, appoint a scheme administrator to administer, manage and implement the Share Option Schemes according to the respective scheme rules. The Remuneration Committee is authorised by the Board to administer the Share Option Schemes, including the granting of options to management staff below the ED level. The power to grant options to EDs is also vested in the Remuneration Committee, with endorsement by all INEDs being required under the Listing Rules.

The 2005 Share Option Scheme (the "2005 Share Option Scheme")

The Company adopted the 2005 Share Option Scheme at its AGM held on 10 May 2005 (the "2005 AGM"), which had a term of 10 years and expired on 9 May 2015. All outstanding options granted under the 2005 Share Option Scheme will continue to be valid and exercisable in accordance with the provisions of the 2005 Share Option Scheme. No further option will be granted under the 2005 Share Option Scheme.

Under the 2005 Share Option Scheme, options to subscribe to the ordinary shares of the Company may be granted to employees of the Company or any of its wholly-owned subsidiaries (including EDs), as well as such other persons as the Board may consider appropriate from time to time, on the basis of their contribution to the development and growth of the Company and its subsidiaries.

The maximum number of shares in respect of which options may be granted under the 2005 Share Option Scheme and any other share option scheme of the Company shall not exceed the maximum number of shares permissible under the Listing Rules, being 10% of the total number of shares in issue as at the date of the 2005 AGM (being 104,996,365 shares, representing approximately 10% of the total number of issued shares of the Company as at the date of this Annual Report).

The maximum entitlement of each participant under the 2005 Share Option Scheme must not, during any 12-month period, exceed the maximum number of shares permissible under the Listing Rules (which is 1% of the total number of shares in issue as at the date of the 2005 AGM, being 10,499,636 shares). The exercise price shall be at least the higher of (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of grant; and (ii) the average closing prices of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of grant. The consideration for each grant of option is HK\$1 and is required to be paid within 30 days from the date of grant, with full payment for the exercise price to be made upon the exercise of the relevant option.

The 2015 Share Option Scheme (the "2015 Share Option Scheme")

The Company adopted the 2015 Share Option Scheme at its AGM held on 15 May 2015 (the "2015 AGM"), which has a term of 10 years and will expire on 14 May 2025. The terms of the 2015 Share Option Scheme are substantially the same as those of the 2005 Share Option Scheme. Upon the expiration of the 2015 Share Option Scheme, no further option will be granted under it, and all outstanding options granted will continue to be valid and exercisable in accordance with the provisions of the 2015 Share Option Scheme.

Under the 2015 Share Option Scheme, options to subscribe to the ordinary shares of the Company may be granted to employees of the Company or any of its subsidiaries (including EDs), as well as such other persons as the Board may consider appropriate from time to time, on the basis of their contribution to the development and growth of the Company and its subsidiaries.

The maximum number of shares in respect of which options may be granted under the 2015 Share Option Scheme and any other share option schemes of the Company shall not in aggregate exceed the maximum number of shares permissible under the Listing Rules, being 10% of the total number of shares in issue as at the date of the 2015 AGM (being 106,389,669 shares, representing approximately 10% of the total number of issued shares of the Company as at the date of this Annual Report). Under the Listing Rules, a listed issuer may seek approval from its shareholders in a general meeting to “refresh” the 10% limit under the 2015 Share Option Scheme. In addition, the total number of shares that may be issued upon the exercise of all outstanding options granted but not yet exercised under the 2015 Share Option Scheme and any other share option schemes of the Company must not exceed 30% of the shares in issue from time to time (or the maximum number of shares permissible under the Listing Rules). No options may be granted where such a grant would result in this 30% limit or the maximum permissible limit being exceeded.

The maximum entitlement of each participant under the 2015 Share Option Scheme must not, during any 12-month period, exceed the maximum number of shares permissible under the Listing Rules (which is 1% of the total number of shares in issue as at the date of the 2015 AGM, being 10,638,966 shares). The exercise price shall be at least the higher of (i) the closing price of the shares as stated in the Stock Exchange’s daily quotations sheet on the date of grant; and (ii) the average closing prices of the shares as stated in the Stock Exchange’s daily quotations sheets for the five business days immediately preceding the date of grant. The consideration for each grant of option is HK\$1 and is required to be paid within 30 days from the date of grant, with full payment for the exercise price to be made upon the exercise of the relevant option.

Grant and vesting structures

Under the Company’s current policy, grants are to be made on a periodic basis, subject to fulfilment of specific corporate level performance conditions, including Group’s turnover growth, occupancy rate, property expenses ratio and underlying profit, whereas the size of the grant will be determined based on a multiple of the base salary and relevant individual performance metrics. The exercise period is 10 years. The vesting period is three years in equal proportions starting from the first anniversary of the grant, with the shares becoming fully vested on the third anniversary. The size of the grant will be determined with reference to a base salary multiple and job performance metrics. The Board reviews the grant and vesting structures from time to time.

Movement of share options

Since the 2005 Share Option Scheme expired on 9 May 2015, no option was available for grant under the 2005 Share Option Scheme as at 1 January 2024 and 31 December 2024 respectively. No option was granted under the 2005 Share Option Scheme during the year.

The number of options available for grant under the scheme mandate limit of the 2015 Share Option Scheme as at 1 January 2024 and 31 December 2024 was 98,579,673 and 99,699,340 respectively. During the year, no share options were granted under the 2015 Share Option Scheme.

As at 31 December 2024:

- share options exercisable into a total of 305,000 ordinary shares of the Company granted and fully-vested under the 2005 Share Option Scheme remained outstanding, representing approximately 0.03% of the total number of issued shares of the Company;
- share options exercisable into a total of 6,266,400 ordinary shares of the Company (including fully-vested share options exercisable into 5,730,394 ordinary shares of the Company) granted under the 2015 Share Option Scheme remained outstanding, representing approximately 0.61% of the total number of issued shares of the Company; and
- 99,699,340 shares remained issuable under the 2015 Share Option Scheme, representing approximately 9.71% of the total number of issued shares of the Company.

Remuneration Committee Report

Details of options granted, exercised, cancelled/lapsed and outstanding under the Share Option Schemes during the year are as follows:

Name	Date of grant	Exercise price HK\$	Exercise period (Note a)	Outstanding Options as at 1.1.2024	Changes during the Year				Outstanding Options as at 31.12.2024
					Granted	Exercised	Lapsed (Note b)	Cancelled (Note c)	
2005 Share Option Scheme									
Executive Director									
Lee Irene Yun-Lien	10.3.2014	32.84	10.3.2015–9.3.2024	325,000	–	–	(325,000)	–	–
	12.3.2015	36.27	12.3.2016–11.3.2025	300,000	–	–	–	–	300,000
Other employee participants	31.3.2014	33.75	31.3.2015–30.3.2024	36,000	–	–	(36,000)	–	–
	31.3.2015	34.00	31.3.2016–30.3.2025	47,000	–	–	(42,000)	–	5,000
				708,000	–	–	(403,000)	–	305,000

Name	Date of grant	Exercise price HK\$	Exercise period (Note a)	Outstanding Options as at 1.1.2024	Changes during the Year				Outstanding Options as at 31.12.2024	
					Granted	Exercised	Lapsed (Note b)	Cancelled (Note c)		
2015 Share Option Scheme										
Executive Directors										
Lee Irene Yun-Lien	9.3.2016	33.15	9.3.2017–8.3.2026	375,000	–	–	–	–	375,000	
	23.2.2017	36.25	23.2.2018–22.2.2027	300,000	–	–	–	–	300,000	
	1.3.2018	44.60	1.3.2019–29.2.2028	373,200	–	–	–	–	373,200	
	22.2.2019	42.40	22.2.2020–21.2.2029	494,200	–	–	–	–	494,200	
	21.2.2020	29.73	21.2.2021–20.2.2030	650,000	–	–	–	–	650,000	
	26.2.2021	33.05	26.2.2022–25.2.2031	664,000	–	–	–	–	664,000	
	28.2.2022	23.25	28.2.2023–27.2.2032	819,000	–	–	–	–	819,000	
	Lui Kon Wai	29.3.2018	41.50	29.3.2019–28.3.2028	179,000	–	–	–	–	179,000
29.3.2019		42.05	29.3.2020–28.3.2029	203,000	–	–	–	–	203,000	
31.3.2020		25.20	31.3.2021–30.3.2030	262,000	–	–	–	–	262,000	
31.3.2021		30.40	31.3.2022–30.3.2031	267,000	–	–	–	–	267,000	
28.2.2022		23.25	28.2.2023–27.2.2032	400,000	–	–	–	–	400,000	
Other employee participants		31.3.2016	33.05	31.3.2017–30.3.2026	85,000	–	–	(65,000)	–	20,000
		31.3.2017	35.33	31.3.2018–30.3.2027	178,667	–	–	(104,667)	–	74,000
		29.3.2018	41.50	29.3.2019–28.3.2028	214,000	–	–	(90,000)	–	124,000
	29.3.2019	42.05	29.3.2020–28.3.2029	330,000	–	–	(156,000)	–	174,000	
	31.3.2020	25.20	31.3.2021–30.3.2030	403,000	–	–	(180,000)	–	223,000	
	31.3.2021	30.40	31.3.2022–30.3.2031	490,000	–	–	(214,000)	–	276,000	
	31.3.2022	23.36	31.3.2023–30.3.2032	699,000	–	–	(310,000)	–	389,000	
				7,386,067	–	–	(1,119,667)	–	6,266,400	

Notes:

- All options granted have a vesting period of three years in equal proportions, starting from the first anniversary of the grant and becoming fully vested on the third anniversary. "Exercise period" accordingly begins with the first anniversary of the date of grant.
- Options lapsed during the year in accordance with the rules of the Share Option Schemes.
- Options cancelled during the year in accordance with the rules of the Share Option Schemes.

Save as disclosed above, there is no further information which is required to be disclosed under Rule 17.07 of the Listing Rules.

The 2024 Share Award Scheme

Terms & Purposes

The Company on 19 January 2024 (the "Adoption Date") adopted the 2024 Share Award Scheme. With a term of 10 years from the Adoption Date, the 2024 Share Award Scheme shall remain in force until 18 January 2034, subject to any early termination as may be determined by the Board pursuant to the scheme rules. The purpose of the 2024 Share Award Scheme are (i) to attract and retain critical talent and drive long-term commitment; (ii) to drive performance and a culture of excellence; and (iii) to instil a culture of accountability, engagement and sense of ownership in the Group.

Administration

The Board has delegated the administration of the 2024 Share Award Scheme to the Remuneration Committee, which consists solely of INEDs. This delegation ensures proper governance when reviewing and deciding on proposed grants of the share awards, guaranteeing that the administrator of the 2024 Share Award Scheme shall not be a participant in the scheme, aligning the objectives of the 2024 Share Award Scheme with Shareholders' interests.

Eligible Participants

Pursuant to the 2024 Share Award Scheme, the Remuneration Committee, as authorised by the Board, may, from time to time, exercise its absolute discretion in selecting any employee (for this purpose only, including without limitation, any Director) of any member of the Group (other than any Excluded Employee (as defined in the Company's announcement dated 19 January 2024)) for participation (the "Selected Employee"), and grant such number of Shares (the "Awarded Shares") to any Selected Employee at no consideration and subject to such terms and conditions as it may in its absolute discretion determine.

Maximum number of Shares

The maximum number of Shares that may be awarded under the 2024 Share Award Scheme during its term is limited to 20,540,164 Shares, representing approximately 2% of the issued share capital of the Company as at the Adoption Date.

Maximum entitlement

The maximum number of Awarded Shares that may be granted under the 2024 Share Award Scheme to any Selected Employee shall not exceed 0.5% of the issued share capital of the Company from time to time (being 5,135,041 Shares as at the date of this Annual Report).

Purchase of Shares by the 2024 Scheme Trustee

Shares under the 2024 Share Award Scheme will be purchased on the Stock Exchange at the prevailing market price, by BOCI Trustee (Hong Kong) Limited (the "2024 Scheme Trustee"), the trustee of the 2024 Share Award Scheme, at the cost of the Company and the Awarded Shares will be held by the 2024 Scheme Trustee in trust for the relevant Selected Employee(s) under the 2024 Share Award Scheme until vesting.

During the year, there was no purchase by the 2024 Scheme Trustee on the Stock Exchange or by any other means for the purpose of the 2024 Share Award Scheme.

Remuneration Committee Report

Grant and Vesting

As delegated by the Board, the Remuneration Committee has the authority to determine the granting and the vesting period of the Awarded Shares under the 2024 Share Award Scheme.

Awarded Shares comprise: (i) performance shares ("Performance Shares") and (ii) restricted shares ("Restricted Shares"). Generally, a higher proportion of Performance Shares would be granted to senior management to place greater emphasis on linking incentive with Hysan's long-term strategy and value creation for Shareholders. The Restricted Shares are to attract and retain critical talent, especially at the junior and middle levels. The vesting period and structure are carefully designed to promote these objectives:

- (i) Performance Shares will vest on the third anniversary of the date of grant subject to the achievement of Company's performance target. This target is measured by relative Total Shareholder Return ("TSR"), which takes into consideration share price performance and dividend, over a three-year performance period. Hysan's TSR is compared against a group of pre-determined peer companies to determine the percentile rank, which in turn establishes a direct linkage between the vesting percentage and shareholder value creation. The target performance level for TSR is the 50th percentile of peer companies' performance, while the maximum performance level is the 80th percentile or above of peer companies' performance, at which 150% of the target number of Performance Shares will vest.
- (ii) Restricted Shares have a vesting period of three years in equal proportions, starting from the first anniversary of the grant and becoming fully vested on the third anniversary. This enhances attraction, motivation and retention of talent through time-vesting.

The 2024 Share Award Scheme incorporates clawback mechanisms to recover, cancel, forfeit or withhold any Awarded Shares for both good and bad leaver scenarios.

In determining the number of Awarded Shares granted to Selected Employee, the following key factors are considered: (i) individual performance rating, potential and expected long-term contribution to the Group, (ii) the financial condition and performance of the Group (such as turnover, expense ratio, EPS, portfolio year-end occupancy, achievement of key strategic initiatives, etc.), as well as (iii) alignment with the Group's long-term strategy, corporate culture and core values in the achievement of the pre-determined long-term objectives and development plan.

Basis of determining the purchase price of Awarded Shares

Not applicable.

Movement of Share Award

Since the Adoption Date and up to 31 December 2024 (the "Relevant Period"), a total of 1,416,905 Awarded Shares has been granted to Selected Employees at nil consideration under the 2024 Share Award Scheme. As at 31 December 2024, 19,245,187 Shares are available for grant under the 2024 Share Award Scheme, representing approximately 1.87% of the total number of issued Shares as at the date of this Annual Report.

Movements in the Awarded Shares during the Relevant Period are set out below:

Name	Date of Grant	Vesting period	Fair Value per Awarded Share HK\$ (Note a)	Closing price of Shares immediately before the date of grant HK\$	Unvested as at 19.01.2024	Changes during the Relevant Period				Unvested as at 31.12.2024
						Granted	Vested (Note f)	Lapsed (Note g)	Cancelled (Note h)	
2024 Share Award Scheme										
Executive Directors										
Lee Irene Yun-Lien	1.4.2024	1.4.2025–1.4.2027	12.62	12.62	–	463,369 (Note b)	–	–	–	463,369
Lui Kon Wai	1.4.2024	1.4.2025–1.4.2027	12.62	12.62	–	269,925 (Note c)	–	–	–	269,925
Five highest paid individuals (excluding the Executive Directors) during the Relevant Period (“Five Highest Paid Individuals”)	1.4.2024	1.4.2025–1.4.2027	12.62	12.62	–	259,648 (Note d)	–	–	–	259,648
Other grantees	1.4.2024	1.4.2025–1.4.2027	12.62	12.62	–	423,963 (Note e)	–	(121,928)	–	302,035
					–	1,416,905	–	(121,928)	–	1,294,977

Notes:

- The fair value of the Awarded Shares was calculated based on the closing price of the Shares immediately before the date of grant (i.e. 28 March 2024), which was HK\$12.62 per share, given that the date of grant was not a business day. The Group has adopted the accounting standard in accordance with HKFRS 2 – *Share-based Payment*. According to HKFRS 2, the fair value of the employee services received in exchange for the grant of the Awarded Shares is recognised as an expense, with a corresponding increase in equity, over the vesting period of the Awarded Shares. The amount recognised as an expense is adjusted to reflect the number of Awarded Shares for which the related service and non-market performance conditions are expected to be met, such that the amount ultimately recognised is based on the number of Awarded Shares that meet the related service and non-market performance conditions at the vesting date.
- Among the 463,369 Awarded Shares granted to Ms. Lee Irene Yun-Lien, 139,011 Awarded Shares are Restricted Shares and 324,358 Awarded Shares are Performance Shares.
- Among the 269,925 Awarded Shares granted to Mr. Lui Kon Wai, 80,978 Awarded Shares are Restricted Shares and 188,947 Awarded Shares are Performance Shares.
- Among the 259,648 Awarded Shares granted to Five Highest Paid Individuals, 92,544 Awarded Shares are Restricted Shares and 167,104 Awarded Shares are Performance Shares.
- Among the 423,963 Awarded Shares granted to other grantees, 211,377 Awarded Shares are Restricted Shares and 212,586 Awarded Shares are Performance Shares.
- No Awarded Shares were vested during the Relevant Period.
- Awarded Shares lapsed during the year in accordance with the rules of the 2024 Share Award Scheme.
- Awarded Shares cancelled during the year in accordance with the rules of the 2024 Share Award Scheme.

Save as disclosed above, there is no further information which is required to be disclosed under Rule 17.07 of the Listing Rules.

The total number of shares that may be issued in respect of options and awards granted under all share schemes of the Company during the year ended 31 December 2024 was 118,944,527, representing approximately 11.58% of the weighted average number of issue shares of the relevant class in issue (excluding treasury shares) of the Company for the year ended 31 December 2024, which was 1,027,008,223 shares.

Remuneration Committee Report

During the year, the Remuneration Committee performed the following work related to the share schemes of the Company:

- (i) reviewed and endorsed the adoption of the 2024 Share Award Scheme and recommended the same for Board's approval; and
- (ii) reviewed and endorsed the grant of share awards under the 2024 Share Award Scheme.

COMMITTEE EFFECTIVENESS

The Committee's effectiveness was formally reviewed during the year as part of the Board evaluation process, which concluded that the Committee continues to operate effectively.

Members of the Remuneration Committee

Chung Cordelia (Chairman)
Churchouse Frederick Peter
Young Elaine Carole

Hong Kong, 18 February 2025