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東岳集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 189)

**VOLUNTARY ANNOUNCEMENT
TERMINATION OF THE EMPLOYEE OPTION SCHEME
AND
INTENTION TO CONDUCT ON-MARKET SHARE REPURCHASE**

This is an announcement made by Dongyue Group Limited (the “**Company**”) on a voluntary basis.

TERMINATION OF THE EMPLOYEE OPTION SCHEME

The Company adopted an employee option scheme on 27 December 2018 which was subsequently amended and restated (the “**Scheme**”). The Scheme has a term of 10 years, expiring on 26 December 2028. Under the Scheme, the board (the “**Board**”) of directors (the “**Directors**”) of the Company may from time to time, instruct the trustee of the Scheme (the “**Trustee**”) to purchase existing shares of the Company (the “**Shares**”) from the stock market to hold on trust for selected participants of the Scheme for purpose of settlement of grant(s) to such selected participants. The Scheme involves existing Shares of the Company and is subject to applicable disclosure requirements under Chapter 17 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), but it does not constitute a share scheme involving the issue of new Shares by the Company under Chapter 17 of the Listing Rules.

For the financial year ended 31 December 2023 and up to the date of this announcement, no options have been granted under the Scheme. As at the date of this announcement, there are no options granted and outstanding under the Scheme.

Pursuant to the rules of the Scheme, the Scheme shall terminate on the earlier of the 10th anniversary date of its adoption date and such date of early termination as determined by the Board by resolution, provided that such termination shall not materially and adversely affect any subsisting rights of selected participants under the Scheme. In the interest of reconstructing the remuneration policies of the Group and in order to allow full play of effective incentives for the employees and consultants of the Group, the Board has resolved to early terminate the Scheme pursuant to the rules of the Scheme (the “**Termination**”)

with effect from 27 September 2024 (the “**Termination Date**”). As there is no outstanding option under the Scheme, the Termination will not affect the rights of any selected participants in a material and adverse manner.

Upon Termination, no further options may be granted under the Scheme. All existing Shares held by the Trustee under the Scheme shall be gradually sold on the stock market over a period of time following the Termination Date and the proceeds of sale shall be remitted to the Company after the sale.

POTENTIAL SHARE REPURCHASE

The Board wishes to inform the shareholders (the “**Shareholders**”) and the potential investors of the Company that it intends to exercise its powers to repurchase Shares on the open market (the “**Share Repurchase**”) under the general mandate (the “**Repurchase Mandate**”) pursuant to the resolutions of the Shareholders passed at the annual general meeting of the Company held on 6 June 2024 (the “**AGM**”). The Shares to be repurchased under the Repurchase Mandate shall not exceed 10% of the total number of issued share capital of the Company on the date of the AGM excluding any treasury shares.

Shareholders and potential investors should note that the share repurchase by the Company, if any, may be done subject to market conditions and at the Board’s absolute discretion. There is no assurance of the timing, quantity or price of any share repurchase. Shareholders and potential investors should therefore exercise caution when dealing in the Shares.

The Company does not have any intention to repurchase Shares to such an extent as would give rise to an obligation for its substantial shareholder(s) (as defined in the Listing Rules) to make a mandatory general offer under the Codes on Takeovers and Mergers and Share Buy-backs. In addition, the Company has no intention to repurchase Shares to the effect that it will result in the public float to fall below 25% or such other minimum percentage prescribed by the Listing Rules from time to time.

By Order of the Board
Dongyue Group Limited
Zhang Jianhong
Chairman

The PRC, 27 September 2024

As at the date of this announcement, the directors of the Company are Mr. Zhang Jianhong, Mr. Wang Weidong, Mr. Zhang Zhefeng and Ms. Chung Tak Lai as executive directors, and Mr. Ting Leung Huel, Stephen, Mr. Yang Xiaoyong and Mr. Ma Zhizhong as independent non-executive Directors.