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**Kimou Environmental Holding Limited**  
**金茂源環保控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 6805)**

**ADOPTION OF SHARE AWARD SCHEME**

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The Board is pleased to announce that on 23 May 2025, the Company has adopted the Share Award Scheme to, among others, recognise the contributions by the Selected Participants with an opportunity to acquire a proprietary interest in the Company and encourage and retain such individuals for the continual operation and development of the Group. The Scheme shall be solely funded by existing Shares.

**SUMMARY OF THE SHARE AWARD SCHEME**

The following is a summary of the principal terms of the Share Award Scheme.

**Purpose**

The purpose of this Scheme is to (i) provide the Selected Participants with an opportunity to obtain a proprietary interest in the Company; (ii) to provide incentives to Selected Participants to contribute to the Company; and (iii) to enable the Company to recruit high-calibre employees and attract human resources that are valuable to the Group.

**Duration and Termination**

Subject to any termination as may be determined by the Board pursuant to the rules of the Scheme, the Scheme shall be valid and effective for the period commencing on the Adoption Date until the earlier of: (i) the 10th anniversary of the Adoption Date; or (ii) such date that all outstanding Awarded Shares have been fully vested, settled, lapsed, forfeited or cancelled (as the case may be), after which period no further Awards may be granted.

**Administration**

The Scheme shall be subject to the administration of the Board in accordance with the rules of the Scheme and the Listing Rules. The Company may appoint a third-party professional service provider as the administrator in relation to the Scheme (or certain aspects of it) on such terms as the Board may determine.

The decision of the Board on the interpretation of the Scheme or whether a circumstance exists which may affect the treatment of any Award or Selected Participant under this Scheme will be final

and binding (in the absence of manifest error) on all parties.

### **Vesting, Performance Target and Lapse**

The minimum vesting period in respect of any Awarded Shares granted to any Selected Participant is 12 months. The Board shall send to each Selected Participant a vesting notice not less than 7 days prior to each Vesting Date or the date a general offer involving the Shares of the Company is announced.

Unless the Board exercises its discretion, an Award will automatically lapse upon certain events as set out in the rules of the Scheme prior to or on the Vesting Date. The Company or the Board may determine such other procedure in vesting of Awarded Shares, in the manner that (i) the Board shall cause the Company to allot to such Selected Participant such number of new Awarded Shares as set out in the letter of grant; and (ii) the Board shall cause to be paid the subscription money (if any) for the new Awarded Shares, and notify the same to the Selected Participants.

### **Overall Scheme Limit**

The aggregate number of Shares to be awarded under this Scheme shall not exceed 5% of the number of issued Shares (excluding treasury shares) of the Company as at the Adoption Date (i.e. 55,387,500 Shares)

The maximum number of Shares that may be granted to a Selected Participant under this Scheme shall not exceed 1% of the number of issued Shares during any 12-month period immediately preceding the Grant Date.

### **Eligible Participants for the Scheme**

The employees who have contributed to the Group on the basis of their contribution to the development and growth of the Group are eligible to participate in, and be granted Award under this Scheme.

### **Restrictions**

No Award may be granted to any Selected Participant:

- (a) after any inside information (as defined in the SFO) has come to the knowledge of the Company until (and including) the trading day after such inside information has been published in accordance with the Listing Rules;
- (b) during the period commencing 30 days immediately preceding the earlier of (i) the date of a meeting of the Board (as such date is first notified to the Stock Exchange) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and (ii) the deadline for the Company to publish its quarterly, interim, annual or other interim period results announcement for any such period (whether or not required under the Listing Rules), and ending on the date of such announcement (no Award may be granted during any period of delay in publishing a results announcement); and
- (c) in any circumstances where dealings by Selected Participants (including Directors) are prohibited under the Listing Rules, the SFO or any other applicable laws and regulations or where the requisite approval from any applicable regulatory authorities has not been granted.

## LISTING RULES IMPLICATIONS

The Scheme constitutes a share scheme under Chapter 17 of the Listing Rules and shall be subject to the applicable disclosure requirements under Rule 17.12 of the Listing Rules. However, the Scheme does not constitute a scheme involving the issue of new shares as referred to Chapter 17 of the Listing Rules. Therefore, the adoption of the Scheme is not subject to Shareholders' approval.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms and expressions shall have the following meanings when used herein:

“Adoption Date”	23 May 2025, being the date of adoption of the Scheme by the Company
“Award(s)”	means the grant of Awarded Share(s) to the Selected Participant(s) pursuant to the Share Award Scheme
“Awarded Share(s)”	means the share(s) to be granted or provisionally granted to Selected Participant(s) pursuant to the Scheme
“Board”	the board of Directors
“Company”	Kimou Environmental Holding Limited (金茂源環保控股有限公司), a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on Main Board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“Eligible Participant(s)”	employees of the Group as determined by the Board to be eligible to participate in the Scheme
“Grant Date”	the date of letter of grant in respect of the accepted Award
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Scheme” or “Share Award Scheme”	this share award scheme as amended from time to time

“Selected Participant(s)”	any Eligible Participant to be notified by the Board that he/she is eligible to participate in a grant of Award
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.1 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vesting Date”	in relation to any Selected Participant, the date on which the entitlement to the Award is vested in such Selected Participant in accordance with the rules of the Scheme
“%”	per cent

By order of the Board  
**Kimou Environmental Holding Limited**  
**Zhang Lianghong**  
*Chairman*

Hong Kong, 26 May 2025

*As at the date of this announcement, the Board comprises Mr. Zhang Lianghong (Chairman), Mr. Huang Qiyang (Chief Executive Officer), Mr. Lee Kin Ming, Mr. Huang Shaobo and Mr. Cheung Ka Tsun as executive Directors, and Mr. Li Xiaoyan, Mr. Liu Da and Ms. Pong Scarlett Oi Lan BBS, JP as independent non-executive Directors.*