



YAN PALACE BIRD'S NEST INDUSTRY CO., LTD.
廈門燕之屋燕窩產業股份有限公司

joint stock company incorporated in the People's Republic of China with limited liability
(Stock Code: 0497)

ANNOUNCEMENT
GRANT OF TRUST UNITS PURSUANT TO THE H SHARE
INCENTIVE SCHEME

made to announcements of the Company dated January 12, 2024 and December 4, 2024 (the "Previous Announcements"), the poll results announcement dated March 7, 2024 (the "Poll Results Announcement"), the poll results announcement dated March 25, 2024 of the Company, in relation to the deliberation and approval of the Company's H Share Incentive Scheme, the annual report published on April 16, 2025. Capitalized terms used herein shall have the meanings as those defined in the H Share Incentive Scheme set out in Appendix I to the annual report unless the context requires otherwise.

GRANT OF TRUST UNITS PURSUANT TO THE H SHARE INCENTIVE SCHEME

The Company has pleased to announce that on April 30, 2025, in addition to the grant of Trust Units representing 84,500 underlying H Shares to 70 Eligible Participants (including the grant to Eligible Participants) in December 2024, pursuant to the H Share Incentive Scheme, the Board of Directors has granted a grant of Trust Units representing 993,000 underlying H Shares to 11 Eligible Participants (the "Grant"), representing approximately 0.21% of the issued share capital of the Company as at the date of this announcement.

Details of the Grant are set out as follows:

1. **Grant date:** as stated in the Award Letter and before May 31, 2025
2. **The Eligible Participants of the Grant and the number of H Shares granted:** 11 Eligible Participants were granted, including the core management personnel and technical backbones of the Company.

Eligible Participants	Number of H Shares underlying the Trust Units
11 directors of the subsidiaries of the Company and employees with outstanding contributions	993,000

3 Eligible Participants are the directors of the subsidiaries of the Company and/or associates of the connected persons at the Company level. Pursuant to Rule 14A.07(1) of the Listing Rules, such Eligible Participants are connected persons of the Company. Therefore, the Grant to each of such 3 Eligible Participants constitutes a connected transaction of the Company. As the Grant forms part of the remuneration package under his/her respective service contract with the Company, such grant is exempt from the reporting, announcement and independent shareholders' approval requirements pursuant to Rule 14A.73(6) and Rule 14A.95 of the Listing Rules.

Save for the above, to the best of knowledge, information and belief of the Directors, none of Eligible Participants of the Grant is a connected person of the Company as at the date of this announcement.

3. **Grant price:** HK\$4.85 per H Share.
4. **Vesting schedule:** subject to meeting the appraised conditions in respect of the Company's revenue and profits in the financial year prior to a given vesting date, the Trust Units under the Grant will be vested in the following manner:

	Vesting dates	Proportion of Vesting
First vesting date	July 2026	40.0%
Second vesting date	July 2027	30.0%
Third vesting date	July 2028	30.0%

5. **Award Letter:** the Company will prepare the Award Letters in accordance with the decision of the Board and/or its authorized persons and enter into the Award Letters with the Eligible Participants of the Grant, specifying the grant date, the number of Trust Units granted, the vesting conditions and period and the relevant terms and conditions.

Reasons for and Benefits of the Grant

The purposes of the Grant are:

- i. promoting the achievement of long-term sustainable development and performance goals of the Group;
- ii. closely aligning the interests of the Grantees with those of the Shareholders, investors and the Company to enhance the cohesion of the Group and to facilitate the maximization of the value of the Group; and
- iii. improving the Group's incentive mechanism to attract, motivate and retain the relevant employees who have made outstanding contributions to the sustainable operation, development and long-term growth of the Group.

In determining the number of Trust Units to be granted to each of the grantees, the Board has considered various factors including but not limited to the employee's position, rank, length of service, and performance appraisal results. The remuneration and appraisal committee of the Board is of the view that the number of Trust Units to be granted to each of the grantees is fair and reasonable as the number of the Trust Units was determined with reference to, among other things, (i) the essential duties and responsibilities in the Group of each of the grantees; and (ii) the value of the proposed grant.

Having considered the above, the Board, including all the independent non-executive Directors, considers that the terms of the proposed grant are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

By Order of the Board
Xiamen Yan Palace Bird's Nest Industry Co., Ltd.
廈門燕之屋燕窩產業股份有限公司
HUANG Jian
Chairman and Executive Director

Hong Kong, April 30, 2025

As of the date of this announcement, the Board comprises (i) Mr. HUANG Jian, Mr. ZHENG Wenbin, Mr. LI Youquan and Ms. HUANG Danyan as executive Directors; (ii) Mr. LIU Zhen and Mr. WANG Yalong as non-executive Directors; and (iii) Mr. XIAO Wei, Mr. CHEN Aihua and Mr. LAM Yiu Por as independent non-executive Directors.