VIVA GOODS COMPANY LIMITED
非凡領越有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 933)

(1) PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME (2) CONDITIONAL GRANT OF OPTIONS TO A DIRECTOR

INTRODUCTION

Reference is made to the announcement of Viva Goods Company Limited (the "**Company**" together with its subsidiaries, the "**Group**") dated 16 June 2025 in relation to, among other things, the appointment of Mr. Victor HERRERO ("**Mr. Herrero**") as Co-CEO and his redesignation from a non-executive Director to an executive Director (the "**Announcement**"). Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

PROPOSED ADOPTION OF NEW SHARE OPTION SCHEME

The Company adopted the existing share option scheme (the "**Existing Share Option Scheme**") on 18 January 2021 and it is valid and effective for a period of 10 years. As at date of this announcement, there were 378,851,333 options granted and outstanding under the Existing Share Option Scheme. In view of the amendments to Chapter 17 of the Listing Rules which have taken effect from 1 January 2023 and with a view to providing more flexibility in long term planning of granting of share options, in order to provide appropriate incentive or reward to the eligible participants for their contribution to the Group, the Company proposes to terminate the Existing Share Option Scheme and adopt a new share option scheme (the "**New Share Option Scheme**") to replace the Existing Share Option Scheme. An ordinary resolution will be proposed at the EGM to approve the termination of the Existing Share Option Scheme and the adoption of the New Share Option Scheme. The terms of the New Share Option Scheme will be included in a circular to be sent to the shareholders of the Company (the "**Shareholders**").

CONDITIONAL GRANT OF OPTIONS TO A DIRECTOR

On 16 June 2025, conditional upon the approval of the Service Contract and the adoption of New Share Option Scheme at the EGM, the Company proposed to grant a total of 300,000,000 Options to Mr. Herrero under the New Share Option Scheme. The Conditional Grant would result in the shares of the Company ("**Shares**") issued and to be issued in respect of all Options granted to Mr. Herrero in the 12-month period up to and including the date of such grant representing in aggregate over 1% of Shares in issue (excluding treasury shares). The Conditional Grant is therefore subject to the approval by the independent Shareholders, where Mr. Herrero and his associates shall abstain from voting on the resolution with respect to the Conditional Grant.

Terms of the Conditional Grant are as follows:

Grant Date:	16 June 2025
Name of Grantee:	Mr. Herrero
Number of Options granted:	300,000,000 Options
Exercise price of the Options granted:	HK$0.38
Closing price of the Shares on the date of Conditional Grant:	HK$0.38
Exercise period of the Options:	10 years from the date of Conditional Grant
Vesting period of the Options:	The Options will vest in accordance with the following schedule: (a) 100,000,000 Options will vest on the first anniversary date from the date of appointment ("**First Vesting Date**"); and (b) 25,000,0000 Options will vest each quarter thereafter from the First Vesting Date. If the Service Contract is terminated, the vesting of the Options may continue or be accelerated depending on the circumstances leading to the termination.
Performance target:	There is no performance target initially attached to the Options. The vesting of the Options is only subject to performance conditions if the appointment is terminated under certain circumstances.
Clawback mechanism:	There is no clawback mechanism attached to the Options.
Financial support:	There are no arrangements for the Company or any of its subsidiaries to provide financial support to Mr. Herrero to facilitate his purchase of Shares under the Conditional Grant.

The vesting of the Options will be accelerated (and hence may be less than 12 months) if the Service Contract is terminated (i) as a result of death or disability or voluntary resignation without a good reason as defined in the Service Contract, subject to achievement of the relevant performance target; or (ii) in the event of a change in control of the Company or Clarks within 12 months from the date of the Conditional Grant.

The Conditional Grant was determined by the Board on the recommendation of the Remuneration Committee, having considered the Company's performance, prevailing market conditions, and the past performance and expected contribution of Mr. Herrero. The Conditional Grant to Mr. Herrero forms part of a sign-on arrangement intended to provide a competitive, tailored remuneration package to attract leadership talents with global brand-building expertise like Mr. Herrero. The Remuneration Committee considers the overall structure and terms of the grant appropriate, including the accelerated vesting/shorter vesting period and absence of initial performance targets and clawback mechanism, having also taken into account Mr. Herrero's previous remuneration arrangements. The Conditional Grant aligns with the purpose of the New Share Option Scheme to attract, retain and incentivize senior executives through long-term equity participation.

In view of the above, the Board (excluding Mr. Herrero who has abstained from voting on the board resolutions in relation to the Conditional Grant) considers the terms of the Conditional Grant to be fair and reasonable and in the interest of the Company and its Shareholders.

Assuming there is no change in the total number of Shares in issue as at the EGM date, 696,560,724 Options will be available for future grants under the New Share Option Scheme after the Conditional Grant.

By Order of the Board
Viva Goods Company Limited
LI Ning
Chairman and Co-Chief Executive Officer

Hong Kong, 16 June 2025

Executive Directors:
Mr. LI Ning *(Chairman and Co-Chief Executive Officer)*
Mr. Victor HERRERO *(Co-Chief Executive Officer)*
Mr. LI Chunyang
Mr. LI Qilin

Non-executive Directors:
Mr. MA Wing Man
Ms. LYU Hong
Mr. QIAN Cheng

Independent non-executive Directors:
Mr. LI Qing
Mr. PAK Wai Keung, Martin
Mr. WANG Yan
Professor CUI Haitao