COWELL

Cowell e Holdings Inc.
高偉電子控股有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 1415)

GRANT OF AWARDS PURSUANT TO SHARE AWARD SCHEME

This announcement is in relation to the grant of awards under the share award scheme (the "**Share Award Scheme**") adopted by the Company on 21 March 2024. Unless otherwise stated, capitalised terms used in this announcement shall have the same meaning as those defined in the sub-section headed "Share Award Scheme" in the directors' report contained in the annual report of the Company for the year ended 31 December 2025 (the "**Annual Report**").

The board (the "**Board**") of directors (the "**Directors**") of Cowell e Holdings Inc. (the "**Company**", together with its subsidiaries as the "**Group**") announces that on 3 July 2026, the Board has granted, subject to acceptance, a total of 12,929,000 awards to certain Selected Employees pursuant to the rules of the Share Award Scheme.

Consistent with the purpose of the Share Award Scheme, the grant of awards is to recognise the contributions by certain employees and to incentivize them to achieve the Group's long-term business goals and objectives.

DETAILS OF GRANT OF AWARDS

Details of the grant of awards are set out below:

Date of grant	:	3 July 2026 (the "**Date of Grant**")
Number of grantees:	:	181, all being Directors or employees participants (the "**Grantees**")

Number of awards granted	:	An aggregate of 12,929,000 awarded shares (the "**Awarded Shares**"), being the existing ordinary shares of the Company to be purchased and held by the trustee of the Share Award Scheme from the secondary market out of cash contributed by the Company). Each of the Awarded Shares granted to the Grantees represents the right to receive a Share on the date it vests.
Purchase price of the Awarded Shares granted	:	Nil
Closing price of the ordinary shares of USD0.004 each in the share capital of the Company (the "**Shares**") on the Date of Grant	:	HK$23.68 per Share
Vesting period of the Awards Shares	:	Subject to the satisfaction of the vesting conditions and performance targets by the relevant Grantees, the Awards Shares shall be vested in five tranches from the first anniversary of the Date of Grant to the fifth anniversary of the Date of Grant, i.e. between 3 July 2027 and 3 July 2031 as follows: (i) 20% of the Awarded Shares shall be vested on the date falling the first anniversary of the Date of Grant; (ii) 20% of the Awarded Shares shall be vested on the date falling the second anniversary of the Date of Grant; (iii) 20% of the Awarded Shares shall be vested on the date falling the third anniversary of the Date of Grant; (iv) 20% of the Awarded Shares shall be vested on the date falling the fourth anniversary of the Date of Grant; and

		(v) 20% of the Awarded Shares shall be vested on the date falling the fifth anniversary of the Date of Grant.
Vesting conditions and performance targets	:	Awards granted under the Share Award Scheme are subject to the Grantees meeting the performance targets and performance appraisal result determined by the Group with reference to the Group's goals and targets. In each of the aforesaid vesting periods, if a Grantee's performance appraisal result for the preceding calendar year before the relevant vesting period is level B or C, the Board is entitled to recover/withhold certain Awarded Shares to the Grantee in that vesting period; and if a Grantee's performance appraisal result for the preceding calendar year before the relevant vesting period is level D, the Board is entitled to recover/withhold all Awarded Shares to that Grantee in the relevant vesting period.
Clawback/lapse mechanism	:	Pursuant to the rules of the Share Award Scheme, any Awarded Shares granted to any of the Grantees which is not yet vested shall immediately lapse, among other matters, when the Grantee ceases to be an employee participant under the Share Award Scheme by reason of, among others, dishonesty or serious misconduct, incompetence or negligence in the performance of his/her duties or the Grantee having been convicted of any criminal offence.
Financial assistance	:	The Group has not provided any financial assistance to any of the Grantees to facilitate the purchase of Shares under the Share Award Scheme.

Out of the 12,929,000 Awarded Shares granted, 1,840,000 Awarded Shares were granted to four Directors and the remaining 11,089,000 Awarded Shares were granted to other employees of the Group as further detailed below:

Grantees	**Position held with the Company**	**Number of Awarded Shares**	**Approximate percentage of total issued Share as at the date of this announcement**
Meng Yan	Chairman and executive Director	800,000	0.09%
Wu Ying-Cheng	Executive Director, chief executive	400,000	0.05%
Chen Han-Yang	Non-executive Director	240,000	0.03%
Yang Li	Non-executive Director	400,000	0.05%
Sub-total		**1,840,000**	**0.21%**
177 other employees of the Group		11,089,000	1.28%
Total		**12,929,000**	**1.49%**

The above grant is not subject to approval by the shareholders of the Company and will not result in any issue of new Shares or any dilution effect on the shareholdings of existing shareholders of the Company. The grant of the Awarded Shares to each of the above Directors and chief executive has been approved by the Board (including independent non-executive Directors) pursuant to Rule 17.04(1) of the Listing Rules. Each of the relevant Directors has abstained from voting on the resolution in respect of the grant of Awarded Shares to himself.

Each of the grant of Awards to the aforementioned Directors (who are connected persons of the Company pursuant to Chapter 14A of the Listing Rules) constitutes connected transaction of the Company under Chapter 14A of the Listing Rules. The grant to the Directors forms part of their remuneration packages under their respective service contracts with the Company, and is therefore exempt from the reporting, announcement and independent shareholders' approval requirements under Rule 14A.95 of the Listing Rules.

Save as disclosed above, none of the Grantees is (i) a Director, chief executive or substantial shareholder of the Company nor associates (as defined in the Listing Rules) of any of them; (ii) a participant with options and awards granted and to be granted exceeding the 1% individual limit; or (iii) a related entity participant or service provider with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the relevant class of shares in issue.

NUMBER OF SHARES AVAILABLE FOR FUTURE GRANT

The grant of Awards will be satisfied by the purchase of Shares on the secondary market by the trustee of the Share Award Scheme out of cash arranged to be contributed by the Company to the Trustee within the Scheme Limit. Following the grant of the aforementioned Awards pursuant to rules of the Share Award Scheme, the number of Shares available for future grant under the Scheme Limit will be 58,763,480 Shares.

By the order of the Board
Cowell e Holdings Inc.
Meng Yan
Chairman

Hong Kong, 3 July 2026

As at the date of this announcement, the Board comprises Mr. Meng Yan and Mr. Wu Ying-Cheng as executive Directors; Mr. Chen Han-Yang and Mr. Yang Li as non-executive Directors and Ms. Su Yen-Hsueh, Mr. Tsai Chen-Lung and Ms. Liu Xia as independent non-executive Directors.