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江南布衣⁺ JNBY GROUP

JNBY Design Limited

江南布衣有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 3306)

**GRANT OF RSUs PURSUANT TO THE RSU SCHEME
AND
ADJUSTMENT TO EXERCISE PRICE OF RSUs GRANTED TO RSU
SELECTED PERSON**

Reference is made to the announcement issued by JNBY Design Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) dated May 8, 2019 (the “**Announcement**”) relating to the amendment to the RSU Scheme and the grant of RSUs pursuant to the RSU Scheme. Unless otherwise stated, capital terms used in this announcement shall have the same meanings as defined in the Announcement.

GRANT OF RSUs PURSUANT TO THE RSU SCHEME

The Board announces that on October 17, 2019, RSUs representing 2,755,000 Shares were granted to eight RSU Selected Persons (the “**2019 October Participants**”) pursuant to the RSU Scheme. The 2019 October Participants are employees of the Group. None of the 2019 October Participants is a director, chief executive or substantial shareholder of the Company or associate (as defined in the Listing Rules) of any of them.

The Board resolved to grant one of the 2019 October Participants an aggregate of RSUs representing 10,000 Shares that were transferred, allotted and issued to the RSU Nominee prior to the completion of the Capitalization Issue and the Global Offering. This 2019 October Participant is not required to pay for the exercise of the RSUs upon satisfaction of terms and conditions set out in the relevant Grant Letter. Immediately after the grant of an aggregate of RSUs representing 10,000 Shares to this 2019 October Participant as mentioned in this paragraph, as for RSUs representing an aggregate of 12,000,000 Shares that were transferred, allotted and issued to the RSU Nominee prior to the completion of the Capitalization Issue and the Global Offering, RSUs representing a total of 3,473,900 Shares have been granted and exercised, RSUs representing a total of 8,244,622 Shares have been granted and are outstanding and held by the RSU Nominee and RSUs representing a total of 281,478 Shares are held by the RSU Nominee for future grant of RSUs.

The Board also resolved to authorise the RSU Nominee to purchase 2,745,000 Shares from the market for the purpose of granting the RSUs to seven of the 2019 October Participants and shall hold such Shares until they are vested in accordance with the RSU Scheme. The Board shall cause to pay the RSU Nominee the purchase price and the related expenses from the Company's resources for the Shares to be purchased by the RSU Nominee. Two of such 2019 October Participants are required to pay HK\$10.0 per Share and five of such 2019 October Participants are required to pay HK\$8.7 per Share for the exercise of the RSUs upon satisfaction of terms and conditions set out in the relevant Grant Letters.

The newly granted RSUs have three vesting schedules as follows:

- (a) one of the 2019 October Participants shall vest as to 15.6%, 21.1%, 21.1%, 21.1% and 21.1% prior to August 31, 2020, 2021, 2022, 2023 and 2024, respectively, and shall be subject to their meeting or satisfying each annual performance target or review for the year ending June 30, 2020, 2021, 2022, 2023 and 2024, respectively;
- (b) five of the 2019 October Participants shall vest as to 25%, 25%, 25% and 25% prior to August 31, 2020, 2021, 2022 and 2023, respectively, and shall be subject to their meeting or satisfying each annual performance target or review for the year ending June 30, 2020, 2021, 2022 and 2023, respectively; and
- (c) two of the 2019 October Participants shall vest as to 20%, 20%, 20%, 20% and 20% prior to August 31, 2020, 2021, 2022, 2023 and 2024, respectively, and shall be subject to their meeting or satisfying each annual performance target or review for the year ending June 30, 2020, 2021, 2022, 2023 and 2024, respectively.

Subject to the above vesting conditions and the satisfaction of the above performance targets, unless the Company shall otherwise determine and so notify the 2019 October Participants in writing, the 2019 October Participants shall vest according to their respective vesting schedules described above.

As no new Shares will be issued as a result of the grant of the RSUs to the 2019 October Participants, the grant of RSUs to the 2019 October Participants will not result in any dilution effect on the shareholding of the existing shareholders of the Company.

ADJUSTMENT TO EXERCISE PRICE OF RSUs GRANTED TO RSU SELECTED PERSON

On October 17, 2019, the Board resolved to adjust the exercise price of the RSUs representing 10,000,000 Shares that were granted to Ms. Wu Huating, an executive director of the Company and Chief Executive Officer, pursuant to the RSU Scheme from HK\$15.34 per Share to HK\$11.60 per Share. In determining the above revised exercise price which Ms. Wu is required to pay for the exercise of the RSUs representing 10,000,000 Shares upon satisfaction of terms and conditions set out in the relevant Grant Letter, the directors of the Company have considered that the stock price of Company

have constantly lower than the previous exercise price for a while as a result of the turbulence of the stock market, and the purpose of the grant of RSUs to Ms. Wu is to recognize Ms. Wu's contribution to the success and development of the Company and to incentivize and motivate Ms. Wu to continue to strive for the future development of the Company and its business. The Board approved the aforesaid adjustment of the exercise price in order to effectively achieve the purposes of the grant of RSUs to Ms. Wu under the current market environment. Ms. Wu has abstained from voting on the Board resolutions for approving the said matter.

By Order of the Board of
JNBY Design Limited
Wu Jian
Chairman and Executive Director

Hong Kong, October 17, 2019

As at the date of this announcement, Mr. Wu Jian, Ms. Li Lin and Ms. Wu Huating are the executive directors of the Company; Mr. Wei Zhe is the non-executive director of the Company; and Mr. Lam Yiu Por, Ms. Han Min and Mr. Hu Huanxin are independent non-executive directors of the Company.