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VALUE PARTNERS GROUP LIMITED

惠理集團有限公司

(incorporated in the Cayman Islands with limited liability)

(Stock Code: 806)

GRANT OF SHARE OPTIONS

On 17 June 2015, the Company granted and/or conditionally granted (as the case may be) a total of 96,420,000 Options to the Grantees pursuant to the Share Option Scheme, subject to the acceptance of the Grantees.

This announcement is made by Value Partners Group Limited (the “Company” and together with its subsidiaries, the “Group”) pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

The board (the “Board”) of directors (the “Directors”) of the Company announces that on 17 June 2015 (“Date of Grant”), a total of 96,420,000 share options (the “Options”), were granted and/or conditionally granted (as the case may be) by the Company to grantees (the “Grantees”), subject to the acceptance of the Grantees, under the share option scheme of the Company adopted on 24 October 2007 and amended on 15 May 2008 (the “Share Option Scheme”). The Options will entitle the Grantees to subscribe for up to a total of 96,420,000 new shares of HK\$0.10 each in the capital of the Company (the “Shares”), representing approximately 5.2% of all Shares in issue as at the date of this announcement. Details of the Options granted are as follows:

Date of Grant	:	17 June 2015
Exercise price of Options granted	:	HK\$14.092 per Share, representing the highest of (i) the closing price of HK\$13.68 per Share as stated in the daily quotations sheet issued by the Stock Exchange on the Date of Grant; (ii) the average closing price of HK\$14.092 per Share as stated in the daily quotations sheets issued by the Stock Exchange for the five business days immediately preceding the Date of Grant; and (iii) the nominal value of a Share
Number of Options granted:		96,420,000
Validity period of the Options	:	6.5 years from the Date of Grant to 16 December 2021

Holding period : Subject to the terms of the Share Option Scheme,
 one-third of the Options will become exercisable from 17 December 2015 to 16 December 2021;
 one-third of the Options will become exercisable from 17 December 2016 to 16 December 2021; and
 the remaining one-third Options will become exercisable from 17 December 2017 to 16 December 2021

The table below shows a breakdown of Options that were granted to (i) the Directors, chief executive and substantial shareholder of the Company; and (ii) the other employees of the Group:–

Name of Grantee	Position held with the Group and relationship with the Group	Number of Shares to be issued upon full exercise of the Options granted
Dato' Cheah Cheng Hye ("Mr. Cheah") <i>(Note)</i>	Chairman, Co-Chief Investment Officer, Executive Director and Substantial Shareholder	56,620,000
Mr. So Chun Ki Louis	Deputy Chairman, Co-Chief Investment Officer and Executive Director	10,240,000
Ms. Hung Yeuk Yan Renee	Deputy Chief Investment Officer and Executive Director	7,120,000
Mr. Tse Wai Ming, Timothy	Chief Executive Officer and Executive Director	1,820,000
Dr. Chen Shih Ta Michael	Independent Non-executive Director	300,000
Mr. Lee Siang Chin	Independent Non-executive Director	300,000
Mr. Nobuo Oyama	Independent Non-executive Director	300,000
Employees of the Group	Employees of the Group	<u>19,720,000</u>
Total		<u><u>96,420,000</u></u>

Note: The grant of Options to Mr. Cheah in the table above comprises (i) the grant of 1,820,000 Options; and (ii) the grant of 54,800,000 Options to Mr. Cheah which is conditional upon approval by the shareholders of the Company except those required to abstain from voting as described below.

LISTING RULES IMPLICATIONS

Pursuant to Rule 17.04(1) of the Listing Rules and the Share Option Scheme, the grant of Options by the Company to any Director, chief executive, or substantial shareholder of the Company or any of their respective associates must be approved by the independent non-executive Directors (excluding independent non-executive Director who is the grantee of the Options concerned). The grant of Options to each of the above Directors, chief executives and substantial shareholder of the Company has been reviewed and approved by the independent non-executive Directors.

Further, pursuant to Rule 17.04(1) of the Listing Rules and the Share Option Scheme, any grant of Options to a substantial shareholder or an independent non-executive Director, or any of their respective associates, which would result in the shares issued and to be issued upon exercise of all Options already granted and to be granted (including options exercised, cancelled and outstanding) under the Share Option Scheme or any other schemes of the Group to such person in the 12-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the shares of the Company in issue and (ii) having an aggregate value, based on the closing price of the shares of the Company at the date of each grant, in excess of HK\$5 million, such further grant of options must be separately approved by shareholders in general meeting. In addition, pursuant to Rule 17.03(4), where any further grant of Options to the grantees would result in the shares of the Company issued and to be issued upon exercise of all Options granted and to be granted to such person (including exercised, cancelled and outstanding) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the relevant class of shares of the Company in issue, such further grant must be separately approved by shareholders in general meeting. Accordingly, grant of the 54,800,000 Options to Mr. Cheah is subject to the approval of independent shareholders of the Company pursuant to the Listing Rules. Mr. Cheah, his associates and all core connected persons of the Company must abstain from voting in favour at the extraordinary general meeting (“EGM”) to be convened by the Company.

A circular containing, amongst other things, further information in relation to the grant of Options to Mr. Cheah as required under the Listing Rules, together with the notice of the EGM, will be despatched to the shareholders of the Company in due course.

By order of the Board of
Value Partners Group Limited
WONG Ngai Sze, Icy
Company Secretary

Hong Kong, 17 June 2015

As at the date of this announcement, our Directors are Dato’ Cheah Cheng Hye, Ms. Hung Yeuk Yan Renee, Mr. So Chun Ki Louis and Mr. Tse Wai Ming, Timothy as Executive Directors and Dr. Chen Shih Ta Michael, Mr. Lee Siang Chin and Mr. Nobuo Oyama as Independent Non-executive Directors.