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IMAX CHINA HOLDING, INC.

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1970)

(1) GRANT OF RESTRICTED SHARE UNITS, AND (2) GRANT OF PERFORMANCE SHARE UNITS

This announcement is made by the Company pursuant to Rules 17.06A to 17.06C of the Listing Rules. On 7 March 2024, the Company granted a total of 1,041,651 RSUs pursuant to the RSU Scheme and a total of 254,338 PSUs pursuant to the PSU Scheme.

Grant of RSUs

On 7 March 2024, the Company granted a total of 1,041,651 RSUs pursuant to the RSU Scheme, representing approximately 0.31% of the issued share capital of the Company as at the date of this announcement.

The following are the details of the grants:

Date of grant	7 March 2024
Number of grantee	seventeen (17)
Category of grantees	Employee participants
Number of Shares underlying RSUs granted ⁽¹⁾	1,041,651
Purchase price of the Shares underlying RSUs granted	Nil
Market price of the Shares underlying RSUs on the date of grant	HK\$7.12
Vesting period of the Shares underlying RSUs	(1) 33.33% on 7 March 2025; (2) 33.33% on 7 March 2026; and (3) 33.34% on 7 March 2027.

Performance targets and/or
clawback

No performance targets are applicable to the RSUs granted.

All RSUs granted under the RSU Scheme, any cash payments made under the RSU Scheme in satisfaction of the vesting of an RSU and any gains realised upon vesting or settlement of an RSU shall be subject to clawback or recoupment as permitted or mandated by applicable law, regulations, rules, any Company policy or the LTIP.

The LTIP currently provides that where permitted under applicable law, (a) the Board may in its sole discretion cancel an RSU if the participant, without the consent of the Company, while employed by the Group or after the termination of such employment, violates a non-competition, non-solicitation, non-disparagement or non-disclosure covenant or agreement or otherwise has engaged in or engages in activity that is in conflict with or adverse to the interest of the Company or any Affiliate of the Company, (b) if the participant otherwise has engaged in or engages in any activity referred to in the preceding clause, the participant will forfeit any gain realized on the vesting or settlement of an RSU, or the sale or other transfer of an RSU, and must promptly repay the gain to the Company, and (c) if the participant receives any amount in excess of what the participant should have received under the terms of an RSU for any reason, then the participant shall be required to promptly repay any such excess amount to the Company.

Arrangements for the
Company or a subsidiary
to provide financial
assistance to the grantees

None

Note:

- (1) based on HK\$6.92 per Share, being the average closing price of the Share for the five trading days immediately preceding the date of grant.

The purpose of the RSU Scheme is to attract skilled and experienced personnel, to incentivize them to remain with the Group and to motivate them to strive for the future development and expansion of the Group by providing them with the opportunity to acquire equity interests in the Company.

The above grant of RSUs without performance targets has been approved by the Remuneration Committee of the Board with the view that the grant of RSUs aligns with the above purpose of the RSU Scheme, is consistent with the Company's customary practice and previous grants, and that the grant of RSUs without performance targets can align the interests of grantees with the success of the Company and reinforce grantees' commitment to long-term service within the Group.

As of the date of grant, the maximum number of new Shares that may be allotted and issued by the Company in respect of the Options under the Share Option Scheme, the RSUs under the RSU Scheme and other share awards and/or options over new Shares under another share scheme of the Company which is governed by Chapter 17 of the Listing Rules is 32,732,592 Shares after the grant above.

The Company has appointed a professional trustee to assist with the administration and vesting of RSUs. The Company may choose in its sole and absolute discretion to satisfy the vesting of any part of the RSUs by either (a) allotting and issuing or transferring the relevant number of Shares to the grantee; or (b) making the grantee a cash payment in accordance with the RSU Scheme. The Company will provide sufficient funds to the trustee as the Board may in its absolute discretion determine to enable the trustee to satisfy its obligations in connection with the administration and vesting of RSUs granted.

Grant of PSUs

On 7 March 2024, the Company granted a total of 254,338 PSUs pursuant to the PSU Scheme, representing approximately 0.07% of the issued share capital of the Company as at the date of this announcement. The closing price of the Share on the date of the grant was HK\$7.12.

A summary of the terms of the PSU Scheme was set out in the announcements of the Company dated 12 March 2020 and 28 April 2023 in relation to adoption of and amendments to the PSU Scheme. In particular:

- (a) the grantees are not required to pay for the grant of PSUs or issuance of any Share upon settlement of the vested PSUs under the PSU Scheme;
- (b) each of the PSUs granted represents the right to receive one Share on the date it vests, subject to satisfaction of performance or other conditions determined by the Board; the grantees shall be entitled to additional PSUs which will vest upon grant (and are otherwise subject to the same terms and conditions as those PSUs underlying the grant) where certain performance or other criteria are achieved;
- (c) the PSUs do not carry any right to vote at general meetings of the Company, or any dividend, transfer or other rights; and
- (d) the grantees shall not enjoy any rights of a Shareholder by virtue of the grant of any PSUs unless and until the Shares underlying such PSUs are actually transferred to the grantees upon the vesting of such PSUs.

The Company has appointed a professional trustee to assist with the administration and vesting of PSUs. The Company shall direct and procure the trustee to make on-market purchases of Shares to settle the PSUs upon vesting. The Company will provide sufficient funds to the trustee as the Board may in its absolute discretion determine to enable the trustee to satisfy its obligations in connection with the administration and vesting of PSUs granted.

The PSUs granted will vest in whole or in part promptly following the public disclosure of the Company's financial statements for the year of 2026 based on fulfillment of relevant performance conditions over a three-year performance period commencing on 1 January 2024 and ending on 31 December 2026 (the “**Performance Period**”)¹.

The purpose of the PSU Scheme is to drive performance within the Group by focusing on core key performance indicators that align with the Group's overall performance, to engage, attract and retain skilled and experienced personnel, required by the Company within the competitive landscape and with a focus on cost containment and affordability, and to incorporate service provisions to reward dedicated long-service employees so as to incentivise them to remain with the Group and to motivate them to strive for the future development and expansion of the Group by providing them with the opportunity to acquire equity interests in the Company.

The above grant of PSUs has been approved by the Remuneration Committee of the Board with the view that the grant of PSUs aligns with the above purpose of the PSU Scheme.

Listing Rules Implications

None of the grantees of the RSUs or the PSUs is (i) a director, chief executive officer or substantial shareholder of the Company or an associate (as defined under the Listing Rules) of any of them; (ii) a participant with options or awards granted and to be granted exceeding the 1% individual limit under Rule 17.03D of the Listing Rules; or (iii) a related entity participant or a service provider (as defined under the Listing Rules) with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the total issued Shares of the Company. The above grant would not result in the share options or awards granted and to be granted to each grantee in the 12-month period up to and including the date of such grant in aggregate to exceed 1% of the Shares in issue.

Definitions

“Board”	the board of directors of the Company
“Company”	IMAX China Holding, Inc., a company incorporated under the laws of the Cayman Islands with limited liability on 30 August 2010
“Director(s)”	the director(s) of the Company
“EBITDA”	earnings before interest, taxes, depreciation and amortization
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of the Hong Kong Special Administrative Region of the People's Republic of China

¹ The performance metrics used to determine the percentage of PSUs that will vest at the end of the Performance Period is on a sliding scale basis. Any Average Annual EBITDA Growth between 5% and 12.5% (both inclusive) will result a percentage (ranging from 50% to 100%) of the PSUs granted becoming vested at the end of the Performance Period. Any Average Annual EBITDA Growth greater than 12.5% will result in 100% of the PSUs granted becoming vested, and also additional PSUs being granted and vesting upon grant, at the end of the Performance Period. The maximum number of such additional PSUs will be 75% of the PSUs granted when the Average Annual EBITDA Growth reaches 20% or more.

“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, as amended or supplemented from time to time
“LTIP”	Long Term Incentive Plan of the Company adopted in October 2012
“PSU Scheme”	performance share unit scheme adopted by the Company on 12 March 2020 and amended on 28 April 2023
“PSU(s)”	performance share unit(s) granted under the PSU Scheme
“RSU Scheme”	the restricted share unit scheme adopted by the Company on 21 September 2015 and amended on 7 June 2023
“RSU”	restricted share unit(s) granted under the RSU Scheme
“Share(s)”	ordinary share(s) with a nominal value of US\$0.0001 each in the share capital of the Company and a “Share” means any of them
“US\$”	U.S. dollars, the lawful currency of the United States of America

By Order of the Board
IMAX China Holding, Inc.
Yifan (Yvonne) He
Joint Company Secretary

Hong Kong, 7 March 2024

As at the date of this announcement, the Directors of the Company are:

Executive Directors:

Daniel Manwaring
Jiande Chen
Jim Athanasopoulos

Non-Executive Directors:

Richard Gelfond
Robert Lister

Independent Non-Executive Directors:

John Davison
Yue-Sai Kan
Janet Yang
Peter Loehr

In the event of any inconsistency between the English version and the Chinese version of this announcement, the English version shall prevail.