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**LUYE PHARMA GROUP LTD.**

**绿叶制药集团有限公司**

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 02186)**

## **NOTICE OF THE SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting (the “**SGM**”) of Luye Pharma Group Ltd. (the “**Company**”) will be held at Taishan Room, Level 5, Island Shangri-La, Supreme Court Road, Central, Hong Kong on Wednesday, 22 January 2020 at 10:00 a.m. or at any adjournment thereof for the purpose of considering and, if thought fit, passing (with or without amendments) the following resolution as an ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

**“THAT:**

- (a) the execution and delivery of and the performance of the obligations under the Sale and Purchase Agreement dated 1 December 2019 (the “**Sale and Purchase Agreement**”) in respect of the acquisition of 98.0% equity interest in 山東博安生物技術有限公司 (Shandong Boan Biological Technology Co. Ltd.) (the “**Acquisition**”) entered into between 綠葉投資集團有限公司 (Luye Investment Group Co., Ltd.) and the 山東綠葉製藥有限公司 (Shandong Luye Pharmaceutical Co. Ltd.) (a copy of the Sale and Purchase Agreement has been tabled at the meeting and marked “**A**” for the purpose of identification) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any one director of the Company be and is hereby authorised to sign, agree, ratify, perfect, execute or deliver (including under seal where applicable) such documents and to do or authorise doing all such acts and things incidental to the Acquisition and the transactions contemplated under the Sale and Purchase Agreement as he may in his absolute discretion consider necessary, desirable or expedient and in the best interest of the Company in connection with the implementation of, giving effect to or completion of the Acquisition under the Sale and Purchase Agreement and the transactions contemplated thereunder.”

By Order of the Board  
**LUYE PHARMA GROUP LTD.**  
**Liu Dian Bo**  
*Chairman*

Hong Kong, 6 January 2020

*Registered Office:*

Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Principal Place of Business*

*in Hong Kong:*  
Unit 3207, 32/F, Champion Tower  
3 Garden Road  
Central  
Hong Kong

*Notes:*

- (1) Any shareholder of the Company entitled to attend and vote at the SGM is entitled to appoint one or more separate proxies to attend and, subject to the provisions of the bye-laws of the Company, to vote on his/her behalf. A proxy need not be a shareholder of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) In the case of joint holders of any Share, any one of such persons may vote at the above SGM, either personally or by proxy, in respect of such Share as if he/she were solely entitled thereto. However, if more than one of such joint holders be present at the above SGM personally or by proxy, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined as that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (3) In order to be valid, a proxy form in the prescribed form together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power of authority, must be deposited at the Company's Hong Kong share registrar, Computershare Hong Kong Investor Services Limited, 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the SGM or any adjournment thereof.

- (4) The transfer books and register of members of the Company will be closed from 17 January 2020 to 22 January 2020, both days inclusive, to determine the entitlement of shareholders to attend and vote at the Special General Meeting, during which period no share transfers can be registered. All transfers accompanied by the relevant share certificates must be lodged with the Hong Kong share registrar of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not later than 4:30 p.m. on 16 January 2020.
- (5) Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish and in such event, the relevant form of proxy shall be deemed to be revoked.
- (6) The resolution as set out in this notice will be taken by poll.

*As at the date of this announcement, the executive directors of the Company are Mr. LIU Dian Bo, Mr. YANG Rong Bing, Mr. YUAN Hui Xian and Ms. ZHU Yuan Yuan; the non-executive director is Mr. SONG Rui Lin; and the independent non-executive directors are Mr. ZHANG Hua Qiao, Professor LO Yuk Lam, Mr. LEUNG Man Kit and Mr. CHOY Sze Chung Jojo.*