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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)**

**UPDATE ON  
THE PROPOSED SPIN-OFF AND SEPARATE LISTING OF BOAN BIOTECH  
RECORD DATE FOR ASSURED ENTITLEMENT AND  
CLOSURE OF REGISTER OF MEMBERS**

The Board announces that the Record Date for the purpose of determining the Assured Entitlement of the Qualifying Shareholders to Boan Biotech in the Global Offering will be Friday, 16 December 2022. The register of members of the Company will be closed on Friday, 16 December 2022 and no transfers of the Shares will be registered on that date. The last day for dealing in the Shares cum-entitlement to the Assured Entitlement will be Tuesday, 13 December 2022.

As the final dates of registration and issue of the Prospectus have not yet been finalized, the Record Date and the closure of the register of members of the Company for the purpose of determining the Assured Entitlement of Qualifying Shareholders set out in this announcement are subject to change depending on the final timetable of the Proposed Spin-off.

**The Proposed Spin-off is subject to, amongst others, the approval of the Listing Committee of the Stock Exchange, the final decisions of the Board and the board of directors of Boan Biotech, market conditions and other considerations. Accordingly, shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off will take place or as to when it may take place. If the Proposed Spin-off does not proceed for any reason, the Preferential Offering will not proceed. Shareholders and other investors are reminded to exercise caution in dealing in the securities of the Company. Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisers.**

## **INTRODUCTION**

Reference is made to the announcements (the “**Announcements**”) of the Company dated 2 July 2021, 24 January 2022 and 13 May 2022 in relation to the Proposed Spin-off of Boan Biotech.

As disclosed in the Announcements, the Company intends to spin off Boan Biotech by way of a global offering and a separate listing of the H Shares of Boan Biotech on the Main Board of the Stock Exchange.

In accordance with the requirements of Practice Note 15 of the Listing Rules, the Board proposed to give due regard to the interests of the Shareholders by providing the Qualifying Shareholders with the Assured Entitlement to Boan Biotech by way of the Preferential Offering, if the Proposed Spin-off proceeds.

It is currently intended that, if the Proposed Spin-off proceeds, an Assured Entitlement of approximately 5% of the H Shares initially being offered under the Global Offering will be offered to the Qualifying Shareholders by way of the Preferential Offering. Details in respect of the Proposed Spin-off, including the size and structure of the Global Offering and the terms of the Assured Entitlement, have not yet been finalized and further announcement(s) will be made by the Company as and when appropriate.

The purpose of this announcement is to inform the Shareholders of the Record Date for the purpose of determining the Assured Entitlement. Shareholders whose names appear on the register of members of the Company on the Record Date (excluding the Non-Qualifying Shareholders) will be entitled to apply for the H Shares on an assured basis pursuant to the Preferential Offering, and the basis of such Assured Entitlement will be determined based on their respective shareholdings in the Company on the Record Date, the details of which will be separately announced as and when appropriate.

## **RECORD DATE AND CLOSURE OF REGISTER OF MEMBERS**

For the purpose of determining the Assured Entitlement of Qualifying Shareholders to the H Shares in the Preferential Offering and pursuant to Rule 13.66 of the Listing Rules, the Board announces that the Record Date will be Friday, 16 December 2022. The register of members of the Company will be closed on Friday, 16 December 2022 and no transfers of the Shares will be registered on that date. Shareholders whose names appear on the register of members of the Company on the Record Date

(excluding the Non-Qualifying Shareholders) will be entitled to apply for the H Shares on an assured basis pursuant to the Preferential Offering, and the basis of such Assured Entitlement will be determined based on their respective shareholdings in the Company on the Record Date, the details of which will be separately announced as and when appropriate.

In order to qualify for the Assured Entitlement, all transfers of Shares accompanied by the relevant share certificates must be lodged with the 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 for registration not later than 4:30 p.m. on Thursday, 15 December 2022. The last day for dealing in the Shares cum-entitlement to the Assured Entitlement will be Tuesday, 13 December 2022. As the final dates of registration and issue of the Prospectus have not yet been finalized, the Record Date and the closure of the register of members of the Company for the purpose of determining the Assured Entitlement of Qualifying Shareholders set out in this announcement are subject to change depending on the final timetable of the Proposed Spin-off.

**In the event that there is a change in the Record Date and the closure of the register of members of the Company for determining the Assured Entitlement of Qualifying Shareholders, a further announcement will be made by the Company and such revised Record Date and closure of the register of members of the Company will supersede and replace the Record Date and the closure of the register of members of the Company for determining the Assured Entitlement of Qualifying Shareholders set out in this announcement.**

## **GENERAL**

Details in respect of the Proposed Spin-off, including the structure and the expected timetable, have yet to be finalized. Further announcement(s) will be made by the Company in relation to the Proposed Spin-off and the Assured Entitlement as and when appropriate in accordance with the Listing Rules.

**The Proposed Spin-off is subject to, amongst others, the approval of the Listing Committee of the Stock Exchange, the final decisions of the Board and the board of directors of Boan Biotech, market conditions and other considerations. Accordingly, shareholders and potential investors of the Company should be aware that there is no assurance that the Proposed Spin-off will take place or as to when it may take place. If the Proposed Spin-off does not proceed for any reason, the Preferential Offering will not proceed. Shareholders and other investors are reminded to exercise caution in dealing in the securities of the Company. Any person who is in doubt about his/her/its position or any action to be taken is recommended to consult his/her/its own professional advisers.**

## DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Assured Entitlement”	the entitlement of Qualifying Shareholders to apply for the H Shares on an assured basis pursuant to the Preferential Offering determined on the basis of their respective shareholdings in the Company at 4:30 p.m. on the Record Date
“Boan Biotech”	Shandong Boan Biotechnology Co., Ltd., a company incorporated in the PRC and a subsidiary of the Company
“Board”	the board of directors of the Company
“Company”	Luye Pharma Group Ltd., a company incorporated in Bermuda, the shares of which are listed on the Main Board of the Stock Exchange
“Global Offering”	the Hong Kong Public Offering and the International Offering (including the Preferential Offering)
“H Shares”	overseas listed foreign shares in the share capital of Boan Biotech with a nominal value of RMB1.00 each, which, if the Proposed Spin-off occurs, will be listed on the Stock Exchange and traded in Hong Kong dollars
“Hong Kong Public Offering”	the proposed offer of H Shares for subscription by the public in Hong Kong
“International Offering”	the proposed offer of H Shares to certain professional and institutional investors and other investors, and, include the Preferential Offering
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Non-Qualifying Shareholders”	Shareholders on the Record Date with registered addresses in, or who are otherwise known by the Company to be resident in, any of the Specified Territory(ies)
“Preferential Offering”	the proposed preferential offering of the H Shares to Qualifying Shareholders as the Assured Entitlement in the Global Offering
“Proposed Spin-off”	proposed spin-off and separate listing of Boan Biotech
“Prospectus”	the prospectus to be issued by Boan Biotech in connection with the Hong Kong Public Offering and the Preferential Offering

“Qualifying Shareholders”	Shareholders whose names appear in the register of members of the Company on the Record Date, other than Non-Qualifying Shareholders
“Record Date”	Friday, 16 December 2022, being the record date for determining the Assured Entitlement of Qualifying Shareholders to the H Shares in the Preferential Offering
“Specified Territory(ies)”	such jurisdiction(s) outside Hong Kong that the Company and Boan Biotech consider necessary or expedient to exclude from the Preferential Offering taking into account the legal restrictions under the applicable laws or requirements of the relevant regulatory body or stock exchange of such jurisdiction, including the United States
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 2 December 2022

*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 Directors of the Company are Mr. SONG Rui Lin and Mr. SUN Xin; and the independent non-executive directors of the Company are Mr. ZHANG Hua Qiao, Professor LO Yuk Lam, Mr. LEUNG Man Kit and Mr. CHOY Sze Chung Jojo.*