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LUYUAN

綠源

Luyuan Group Holding (Cayman) Limited

綠源集團控股(開曼)有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 2451)

**SHARE PURCHASE PLAN FOR AN
AGGREGATE AMOUNT OF NOT EXCEEDING HK\$100 MILLION**

Reference is made to the Post-IPO Share Scheme adopted by Luyuan Group Holding (Cayman) Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on August 21, 2023, a summary of the principal terms of which is set out in the section headed “Statutory and General Information — D. Share Incentive Schemes — 2. Post-IPO Share Scheme” in Appendix IV to the Company’s prospectus dated September 28, 2023 (the “**Prospectus**”). Unless otherwise defined, capitalized terms used herein shall have the same meanings as those defined in the Prospectus.

As disclosed in the Prospectus, for the purpose of the Post-IPO Share Scheme, the Company may establish one or more trusts and appoint one or more trustees to hold Shares underlying Post-IPO Awards including existing Shares purchased or acquired on-market by such trustee(s). The Board has resolved to (i) establish a trust with a professional trustee (the “**Trustee**”) for the Post-IPO Share Scheme, and (ii) approve a share purchase plan (the “**Share Purchase Plan**”), pursuant to which the Company will, subject to and in accordance with the rules of the Post-IPO Share Scheme, instruct and procure the Trustee to purchase existing Shares on-market for an aggregate consideration of not exceeding HK\$100 million (the “**Share Purchase Mandate**”) over the one-year period upon the expiry of the First Six-Month Period (that is, from April 12, 2024 to April 11, 2025). The Shares so purchased will be held on trust and used as awards for the Post-IPO Eligible Participants.

As of the date of this announcement, the Trustee does not hold any Shares. Any exercise of the Share Purchase Mandate under the Share Purchase Plan, if and when conducted, will be subject to compliance with the rules of the Post-IPO Share Scheme, the articles of association of the Company, the Listing Rules, the Companies Act of the Cayman Islands and all applicable laws and regulations. In particular, the Board will only exercise the Share Purchase Mandate without resulting in the number of Shares held by the public falling below the relevant minimum percentage prescribed by the Listing Rules.

The Board will, from time to time, as deemed appropriate, determine at its absolute discretion such number of Shares to be awarded to the Post-IPO Eligible Participants. As of the date of this announcement, no Post-IPO Share Awards have been granted to any Post-IPO Eligible Participants.

The Share Purchase Plan represents the Company's continuous intention to encourage and retain the Post-IPO Eligible Participants to make contributions to the long-term growth and profits of the Company or otherwise maintain an on-going business relationship with the Group, after taking into account the Company's current operational growth outlook, market conditions and macroeconomic performance indicators and the Company's financial position and cashflow.

The Board considers that the implementation of the Share Purchase Plan is in the interests of the Company and its Shareholders as a whole and that the Company has sufficient financial resources to implement the Share Purchase Plan and at the same time preserve a healthy financial position.

Shareholders and potential investors of the Company should note that the exercise of the Share Purchase Mandate will be subject to market conditions and at the Board's absolute discretion. There is no assurance of the timing, quantity or price of any Share purchase. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company.

By order of the Board
Luyuan Group Holding (Cayman) Limited
Mr. Ni Jie
Chairman and Executive Director

Hong Kong, January 26, 2024

As at the date of this announcement, the Board comprises Mr. Ni Jie, Ms. Hu Jihong and Mr. Chen Guosheng as executive directors; Mr. David Ross Dingman as non-executive director; and Mr. Wu Xiaoya, Mr. Peng Haitao, Mr. Liu Bobin and Mr. Chan Chi Fung Leo as independent non-executive directors.

* *For identification purposes only.*