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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)

**(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON JUNE 26, 2024**

AND

(2) ELECTION OF AN EXECUTIVE DIRECTOR

References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of annual general meeting (the “**AGM**”) of Luyuan Group Holding (Cayman) Limited (the “**Company**”) both dated April 23, 2024. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE ANNUAL GENERAL MEETING

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that the AGM was duly convened at No. 168 Shicheng Street, Development Zone, Jinhua City, Zhejiang Province, China on Wednesday, June 26, 2024 at 10:00 a.m.. The chairman of the Board, Mr. Ni Jie, chaired the AGM and all Directors attended the AGM in person or by electronic means.

All proposed resolutions set out in the Notice (collectively, the “**Resolutions**”), were duly passed as ordinary resolutions by shareholders (the “**Shareholders**”) of the Company by way of poll at the AGM. The poll results in respect of the Resolutions were as follows:

ORDINARY RESOLUTIONS		NUMBER OF VOTES (APPROXIMATE PERCENTAGE OF VOTES (%)) ^(Note 2)	
		FOR	AGAINST
1.	To receive and adopt the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended December 31, 2023.	307,558,500 (100%)	0 (0%)
2.	(a) To re-elect the following Directors:		
	(i) Mr. Ni Jie as an executive Director.	307,558,500 (100%)	0 (0%)
	(ii) Ms. Hu Jihong as an executive Director.	307,558,500 (100%)	0 (0%)
	(iii) Mr. Chen Guosheng as an executive Director.	307,558,500 (100%)	0 (0%)
	(iv) Mr. Wu Xiaoya as an independent non-executive Director.	307,558,500 (100%)	0 (0%)
	(v) Mr. Peng Haitao as an independent non-executive Director.	307,558,500 (100%)	0 (0%)
	(vi) Mr. Liu Bobin as an independent non-executive Director.	307,558,500 (100%)	0 (0%)
	(vii) Mr. Chan Chi Fung Leo as an independent non-executive Director.	307,558,500 (100%)	0 (0%)
	(b) To elect Ms. Ni Boyuan (“ Ms. Ni ”) as an executive Director.	307,558,500 (100%)	0 (0%)
	(c) To authorise the Board to fix the remuneration of the Directors.	307,558,500 (100%)	0 (0%)
3.	To re-appoint PricewaterhouseCoopers as auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Board to fix auditor’s remuneration for the year ending December 31, 2024.	307,558,500 (100%)	0 (0%)

ORDINARY RESOLUTIONS		NUMBER OF VOTES (APPROXIMATE PERCENTAGE OF VOTES (%)) ^(Note 2)	
		FOR	AGAINST
4.	(A) To grant a general mandate to the Directors to allot, issue and deal with additional shares not exceeding 20% of the issued shares of the Company (excluding treasury shares of the Company). ^(Note 1)	307,493,500 (99.98%)	65,000 (0.02%)
	(B) To grant a general mandate to the Directors to repurchase shares not exceeding 10% of the issued shares of the Company (excluding treasury shares of the Company). ^(Note 1)	307,558,500 (100%)	0 (0%)
	(C) To extend the general mandate granted to the Directors to allot, issue and deal with shares by the number of shares repurchased by the Company. ^(Note 1)	307,493,500 (99.98%)	65,000 (0.02%)

Notes:

- (1) For the full text of the resolution, please refer to the Notice as contained in the Circular.
- (2) The number and percentage of votes are based on the total number of shares of the Company (the “Shares”) held by the Shareholders who attended and voted at the AGM in person or by proxy.

As more than 50% of the votes were cast in favour of each of the Resolutions at the AGM, all the Resolutions were duly passed as ordinary resolutions of the Company.

As at the date of the AGM, the total number of Shares in issue was 426,667,000 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any of the Resolutions at the AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). As at the date of the AGM, Yuan V Holdings Limited (a trust company wholly-owned by a trust in which the Company is the settlor, Futu Trustee Limited acts as trustee and the beneficiaries are grantees of the Pre-IPO Share Scheme) which held 16,736,000 unvested Shares under the Pre-IPO Share Scheme and Well Mount Holdings Limited which held 7,361,000 unvested Shares as trustee under the Post-IPO Share Scheme shall abstain and have abstained from voting on all Resolutions pursuant to Rule 17.05A of the Listing Rules. As far as the Directors are aware having made all reasonable enquiries, save as disclosed above, no Shareholder was

required under the Listing Rules to abstain from voting on any of the Resolutions at the AGM. No Shareholder has stated his/her/its intention in the Circular to vote against or abstain from voting on any of the Resolutions at the AGM.

The Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the AGM.

ELECTION OF AN EXECUTIVE DIRECTOR

Reference is made to the announcement of the Company dated March 28, 2024 (the “**Announcement**”).

The Board further announces that with effect from the conclusion of the AGM, Ms. Ni, aged 32, has been elected as an executive Director. Ms. Ni has entered into a service contract with the Company (the “**Service Contract**”) for an initial term of three years commencing from the effective date of her election (that is, June 26, 2024) until terminated in accordance with the terms and conditions of the Service Contract and shall be subject to retirement by rotation and re-election in accordance with the articles of association of the Company and the Listing Rules. For biographical details of Ms. Ni and her information required to be disclosed under Rule 13.51(2) of the Listing Rules, please refer to the Announcement and the Circular. As at the date of this announcement, save as disclosed herein, Ms. Ni confirmed that there has been no change to such biographical details and information.

As at the date of this announcement, Ms. Ni has confirmed that she (i) has not held any directorship in the last three years in other public companies the securities of which are listed on any securities market in Hong Kong or overseas, and other major appointments and professional qualifications; and (ii) does not have, and is not deemed to have, any interest in the Shares, underlying Shares and debentures of the Company or its associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Save as disclosed in the Announcement and the Circular, she does not (i) have any other relationship with any Directors, senior management, substantial or controlling Shareholders of the Company (as defined in the Listing Rules); or (ii) hold any position with the Company or other members of the Group as at the date of this announcement.

Save as disclosed in the Announcement and the Circular, Ms. Ni has confirmed that, in relation to her election as an executive Director, there is no information that needs to be disclosed pursuant to any of the requirements under Rule 13.51(2)(h) to (v) of the Listing Rules and nor is there any matter that needs to be brought to the attention of the Shareholders.

Ms. Ni has obtained legal advice from a firm of solicitors under Rule 3.09D of the Listing Rules on June 24, 2024 and has confirmed that she understood her obligations as an executive Director.

The Board hereby welcomes Ms. Ni to join the Board as an executive Director.

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

Hong Kong, June 26, 2024

As at the date of this announcement, the Board comprises Mr. Ni Jie, Ms. Hu Jihong, Mr. Chen Guosheng and Ms. Ni Boyuan as executive Directors 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*