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LUYUAN

绿源

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)

VOLUNTARY ANNOUNCEMENT

This announcement is made by the board ("**Board**") of directors (the "**Director(s)**") of Luyuan Group Holding (Cayman) Limited (the "**Company**", together with its subsidiaries, the "**Group**") on voluntary basis.

TRANSFER OF EXISTING SHARES BY CONTROLLING SHAREHOLDERS

The Board has been informed by Apex Marine Investments Limited ("**Apex Marine**") and Drago Investments Limited ("**Drago Investments**") (collectively, the "**Vendors**"), the controlling shareholders (as defined under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")) of the Company, that on June 22, 2026, each of the Vendors entered into a sale and purchase agreement (the "**SPA(s)**") with So Ching Tung (蘇清棟) and Sze Ching Lau (施清流) (the "**Purchasers**"), respectively. Pursuant to the SPAs, each of the Vendors granted an option (the "**Option(s)**") to the respective Purchaser to purchase 20,000,000 shares of the Company, representing approximately 4.88% of the total number of issued shares of the Company (excluding treasury shares) (the "**Sale Shares**") at an exercise price of HK$9.00 per Sale Share, upon fulfillment of the conditions precedent under the respective SPA, in a single tranche or in multiple tranches.

Each of the Purchaser has the right to exercise the Option by the third anniversary of the date of the respective SPA. Assuming the Option is exercised in full, the aggregate consideration payable by each Purchaser to the respective Vendor in respect of the Sale Shares will be HK$180,000,000 (the "**Share Transfer(s)**").

Impact on the Company's Shareholding

Assuming that (i) the Share Transfers will be completed and (ii) there is no other change in the total number of issued shares of the Company and number of treasury shares held by the Company from the date of this announcement until completion of the Share Transfers, (i) as at the date of this announcement; and (ii) immediately after completion of the Share Transfers, the respective shares of the Company held by the controlling shareholders of the Company and other shareholders of the Company are as follows:

	As of the date of this announcement		Immediately after the Share Transfers	
Name of Shareholders	**No. of shares held**	**Approximate percentage of shareholdings**[Note 4]	**No. of shares held**	**Approximate percentage of shareholdings**[Note 4]
The controlling shareholders				
Apex Marine[Note 1]	131,200,000	31.99%	111,200,000	27.11%
Drago Investments[Note 2]	131,200,000	31.99%	111,200,000	27.11%
Best Expand[Note 3]	15,264,000	3.72%	15,264,000	3.72%
Subtotal	**277,664,000**	**67.69%**	**237,664,000**	**57.94%**
The Purchasers				
So Ching Tung (蘇清棟)	–	–	20,000,000	4.88%
Sze Ching Lau (施清流)	–	–	20,000,000	4.88%
Subtotal	**–**	**–**	**40,000,000**	**9.75%**
Other shareholders of the Company	132,506,000	32.31%	132,506,000	32.31%
Total	**410,170,000**	**100.0%**	**410,170,000**	**100.0%**

Notes:

1. Apex Marine is wholly owned by Ms. Hu Jihong ("**Ms. Hu**"), an executive Director of the Company.

2. Drago Investments is wholly owned by Mr. Ni Jie ("**Mr. Ni**"), the chairman and executive Director of the Company.

3. Best Expand Holdings Limited ("**Best Expand**") is owned as to 50% by Mr. Ni and 50% by Ms. Hu.

4. The approximate percentage of shareholdings is calculated based on the number of shares held by the respective shareholder divided by the total number of issued shares (excluding treasury shares), namely 410,170,000 shares as at the date of this announcement.

As at the date of this announcement, Mr. Ni and Ms. Hu, through the Vendors and Best Expand, are interested in an aggregate of 277,664,000 Shares, representing approximately 67.69% of total number of issued shares of the Company (excluding treasury shares) as of the date of this announcement.

Immediately after completion of the Share Transfers, assuming there will be no change in the total number of issued Shares and the number of treasury shares held by the Company between the date of the SPAs and the completion of the Share Transfers, Mr. Ni and Ms. Hu will through the Vendors and Best Expand be interested in a total of 237,664,000 shares, representing approximately 57.94% of the total number of issued shares of the Company (excluding treasury shares). As a result, Mr. Ni, Ms. Hu, the Vendors and Best Expand will remain as controlling shareholders (as defined under the Listing Rules) of the Company.

Information about the Purchasers

Mr. So Ching Tung (蘇清棟), JP, is a member of the 14th National Committee of the CPPCC, chairman of the board of directors of China International Capital Corporation Limited (香港中金金融有限公司) and chairman of the HKCPPCC (Provincial) Members Association Limited (港區省級政協委員聯誼會), an executive vice president and secretary general of Hong Kong China Friendship Association Limited (香港中華聯誼會), a director of China Overseas Friendship Association(中華海外聯誼會), the chairman of International Cultural Arts Promotion Limited (國際文化藝術促進會) and a member of the Election Committee of the Hong Kong Special Administrative Region (香港特別行政區選舉委員會).

Mr. Sze Ching Lau (施清流), BBS, JP, is a member of the 13th and 14th National Committee of the CPPCC, the chairman of the Hong Kong Federation of Fujian Association Ltd. (香港福建社團聯會) and the chairman of Lung Shing International (Group) Limited (隆誠國際(集團)有限公司).

The Company was further informed by the Vendors that, to the best of their knowledge, (a) the Purchasers are independent of each other; (b) the Purchasers and their respective connected persons are independent of and are not directly or indirectly connected with the Vendors and its connected persons, the Company and its connected persons; (c) the purchase of Sale Shares by the Purchasers are not directly or indirectly financed by the Vendors, the Company or any core connected person(s) of the Company; (d) in relation to the acquisition, disposal, voting or other disposition of the Sale Shares to be registered in the name of, or otherwise held by, the Purchasers, the Purchasers are not accustomed to take instructions from the Vendor, the Company or any core connected person(s) of the Company; (e) immediately after completion of the Share Transfers, the Purchasers are not and will not be: (i) a substantial shareholder of the Company; (ii) a connected person of the Company; or (iii) acting in concert with each other, the Vendors, the Company and its subsidiaries, any of the directors, substantial shareholders and chief executive of the Company and its subsidiares, or any of their respective associates.

Reasons for and benefits of the Possible Share Transfers

The Board has been advised by the Vendors that they consider that the Share Transfers, if materialized, will result in the introduction of the Purchasers which will broaden the Company's shareholder base and enhance the diversity of its shareholding structure. In addition, having considered the Purchasers' business experience and established networks, particularly in Southeast Asia, the Vendors are of the view that their participation may enable the Company to capitalise on such connections to facilitate its expansion into the Southeast Asian market and further strengthen its regional presence.

The Board does not expect that the Share Transfers, if materialised, will have any adverse effect on the business operations of the Group and further announcement(s) in relation to the Share Transfers will be made by the Company in accordance with the Listing Rules and applicable laws, as and when necessary and required.

As the completion of the Share Transfers are subject to the terms and conditions under the respective SPAs, the Share Transfers may or may not proceed. Shareholders of the Company and potential investors are advised to exercise caution when dealing in securities of the Company.

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

Hong Kong, June 22, 2026

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*