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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)

GRANT OF RESTRICTED SHARE UNITS PURSUANT TO THE POST-IPO SHARE SCHEME

This announcement is made pursuant to Rule 17.06A, Rule 17.06B and Rule 17.06C of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**").

The board (the "**Board**") of directors of Luyuan Group Holding (Cayman) Limited (the "**Company**", together with its subsidiaries, the "**Group**") announces that on January 5, 2026, the Company granted an aggregate of 28,685,500 post-IPO share awards in the form of restricted share units ("**RSUs**") to 252 grantees (the "**Grantees**") pursuant to the post-IPO share scheme adopted by the Company on August 21, 2023 and as amended on January 5, 2026 (the "**Post-IPO Share Scheme**"), amongst which, (i) 6,802,500 RSUs were granted to certain employees of the Group; and (ii) 28,685,500 RSUs were granted to certain service providers of the Group, subject to acceptances as well as the terms and conditions of the Post-IPO Share Scheme (the "**Grant**").

Details of the Grant are as follows:

Date of grant:	January 5, 2026 (the "**Date of Grant**")
Number of RSUs granted:	28,685,500 RSUs, including: (a) 6,802,500 RSUs granted to certain employees of the Group (the "**Grant to Employees**"); (b) 21,883,000 RSUs granted to certain service providers of the Group (the "**Service Provider Grantees**"), all being marketing consultants of the Group, who provide marketing services and support to the Group including formulate and develop marketing strategies, design and produce promotional materials, plan and execute brand promotion activities and marketing campaigns, and promote and sale of the Group's "Luyuan" brand products (the "**Grant to Service Providers**"). The 28,685,500 RSUs granted involving a total of 28,685,500 Shares represent approximately 6.99% of the total shares of the Company (the "**Shares**") in issue as at the date of this announcement (excluding the treasury shares held by the Company).
Purchase price for the grant of RSUs:	HK$12.30
Market price of the Shares on the Date of Grant:	HK$12.25, being the closing price of the Shares as stated in the daily quotations sheet of The Stock Exchange of Hong Kong Limited on January 5, 2026 (being the Date of Grant)

Vesting period:	Subject to fulfilment of the performance targets, criteria or conditions for vesting as set out in the award letter, the RSUs granted to the grantees shall be vested in three tranches as follows: (a) 30% of the RSUs granted to the respective grantee will be vested from January 5, 2027 (the "**First Vesting Date**"); (b) 30% of the RSUs granted to the respective grantee will be vested from January 5, 2028 (the "**Second Vesting Date**"); and (c) 40% of the RSUs granted to the respective grantee will be vested from January 5, 2029 (the "**Third Vesting Date**").
Performance target(s):	The vesting of the RSUs shall be conditional upon the performance results of each of the Company and the individual grantee achieving the respective performance targets determined at the discretion of the Board on or before the vesting date of the RSUs.
Clawback mechanism of the RSUs granted:	The RSUs granted will be subject to the clawback mechanism set out in the section headed "Statutory and General Information – D. Share Incentive Schemes – 2. Post-IPO Share Scheme" in Appendix IV to the prospectus of the Company dated September 28, 2023. In particular, in the event that: (a) a grantee has engaged in any fraudulent or dishonest conduct or serious misconduct in connection with his/her employment or engagement by the Company or any member of the Group; (b) any act or omission by the grantee in the performance of any of his/her duties which has or will have a material adverse effect on the reputation or interests of the Company or any member of the Group;

(c) a breach by a grantee of his/her obligation of confidentiality to the Company or a disclosure by such grantee of trade secrets, intellectual property or proprietary information of the Company within a period of two years after the grantee ceases to be employed by the Company or any member of the Group; or

(d) during the one-year period following the date on which the grantee ceases to be employed by the Company or any member of the group, the grantee engages in any conduct that has or will have a material adverse effect on the reputation or interests of any member of the Group, then the Board may make a determination at its absolute discretion that:

(i) any RSUs granted but not yet vested shall immediately lapse; and

(ii) with respect to any Shares vested to the grantee pursuant to any RSUs granted under the Post-IPO Share Scheme, the grantee shall be required to transfer back to the Company or its nominee (1) the equivalent number of Shares; (2) an amount in cash equal to the market value of such Shares or the actual selling price; or (3) a combination of (1) and (2).

Arrangements, if any, for the Company or any of its subsidiaries to provide financial assistance to the Grantees to facilitate the purchase of Shares underlying the RSUs under the Post-IPO Share Scheme:	There is no arrangement for the Group to provide financial assistance to the Grantees to facilitate the purchase of Shares underlying the RSUs under the Post-IPO Share Scheme.

Among the 28,685,500 RSUs granted, (i) 1,313,000 RSUs were granted to six Directors, chief executive, substantial shareholder of the Company and their respective relatives or family members, and 11 directors, legal representatives and/or general managers of the subsidiaries of the Group and their respective associates, (ii) 5,489,500 RSUs were granted to other 127 Post-IPO Employee Participants of the Group and (iii) 21,883,000 RSUs were granted to 108 Post-IPO Service Provider Participants of the Group, the details of which are set out below:

Name of grantee/ Category of grantee	**Position(s) held within the Group and Relationship with the Director, chief executive or substantial Shareholder of the Company**	**Number of RSUs granted/the corresponding number of underlying Shares involved**	**Percentage of total number of Shares in issue (excluding treasury shares) as at the date of this announcement**
Chen Guosheng (“**Mr. Chen**”)	Executive Director, director of Luyuan Electric Vehicle (Shandong) Co., Ltd. (“**Shandong Luyuan**”, a subsidiary of the Group)	216,000	0.05%
Ni Boyuan (“**Ms. Ni**”)	Executive Director, daughter of Mr. Ni Jie (“**Mr. Ni**”) and Ms. Hu Jihong (“**Ms. Hu**”), both executive Director and controlling shareholder of the Company	216,000	0.05%
Su Bo	Investment and financing expert of the Group; cousin of Ms. Hu	48,000	0.01%
Fang Ya	Director and legal representative of Guangxi Luyuan Electric Vehicle Co., Ltd., Chongqing Luyuan Electric Vehicle Co., Ltd. and Chongqing Luyuan Xinsheng Electric Vehicle Sales Co., Ltd, each a subsidiary of the Group; cousin of Ms. Hu	48,000	0.01%

Name of grantee/ Category of grantee	Position(s) held within the Group and Relationship with the Director, chief executive or substantial Shareholder of the Company	Number of RSUs granted/the corresponding number of underlying Shares involved	Percentage of total number of Shares in issue (excluding treasury shares) as at the date of this announcement
Hu Xun	Financial expert of the Group; sister of Ms. Hu	24,000	0.006%
Su Fei	Senior manager of equipment management department of the Group; cousin of Ms. Hu	24,000	0.006%
11 directors, legal representatives and/or general managers of the subsidiaries of the Group and their respective associates (the "**Subsidiaries Connected Grantees**")	Employees of the Group who are also directors, legal representatives and/or general managers of the subsidiaries of the Group and/or their respective associates	737,000	0.18%
127 other Post-IPO Employee Participants	Employees of the Group	5,489,500	1.34%
Dai Hao	Cousin of Ms. Hu, marketing consultant of the Group	400,000	0.098%

Name of grantee/ Category of grantee	Position(s) held within the Group and Relationship with the Director, chief executive or substantial Shareholder of the Company	Number of RSUs granted/the corresponding number of underlying Shares involved	Percentage of total number of Shares in issue (excluding treasury shares) as at the date of this announcement
Lin Pingzai	Marketing consultant of the Group	1,203,500	0.29%
Lin Lin	Marketing consultant of the Group	1,000,000	0.24%
Wang Sulian	Marketing consultant of the Group	1,000,000	0.24%
Zhang Zhixiong	Marketing consultant of the Group	492,000	0.12%
Cheng Yun	Cousin of Ms. Hu, marketing consultant of the Group	178,000	0.04%
102 other Post-IPO Service Provider Participants	All being marketing consultants of the Group	17,609,500	4.29%
Total		**28,685,500**	**6.99%**

The following Service Provider Grantees, each a marketing consultant of the Group, were also granted share awards (the "**Share Awards**") by the Company on January 20, 2025, and the RSUs and Share Awards granted to them in the past 12-month period exceeding 0.1% of the total issued Shares (excluding treasury shares):

Name of grantee	Number of RSUs granted on the date of this announcement/ the corresponding number of underlying Shares involved	Number underlying Shares involved in the Share Awards granted on January 20, 2025	Aggregate number of RSUs and Share Awards granted in the past 12-month period	Approximate percentage[1]
Lin Pingzai	1,203,500	696,000	1,899,500	0.46%
Dai Hao	400,000	317,000	717,000	0.18%
Zhang Zhixiong	492,000	80,500	572,500	0.14%

Notes:

1. Calculated by dividing the aggregate number of RSUs and Share Awards granted in the past 12-month period by the total number of Shares in issue (excluding treasury shares) as at the date of this announcement.

2. For details relating to the grant of Share Awards, please refer to the announcement of the Company dated January 20, 2025.

The Grant to Employees shall only be satisfied by allotment and issuance of new Shares by the Company to the trust(s) of the Post-IPO Share Scheme (the "**Trustee**") in accordance with the terms of the Post-IPO Share Scheme. The Grant to Service Providers shall first be satisfied by allotment and issuance of new Shares by the Company to the trust(s) of the Post-IPO Share Scheme in accordance with the terms of the Post-IPO Share Scheme, and the remaining portion will be satisfied by acquisition of existing Shares by the Trustee pursuant to the Post-IPO Share Scheme. Accordingly, (i) on the First Vesting Date, 4,266,670 new Shares will be issued and allotted to the Service Provider Grantees and such grant in relation to 2,298,230 underlying Shares will be satisfied by acquisition of existing Shares held by the Trustee at the time, (ii) on the Second Vesting Date, grant in relation to 6,564,900 underlying Shares will be satisfied by acquisition of existing Shares held by the Trustee at the time, and (iii) on the Third Vesting Date, grant in relation to 8,753,200 underlying Shares will be satisfied by acquisition of existing Shares held by the Trustee at the time.

REASONS FOR AND BENEFITS OF THE GRANT

As the Group expands its business, the Grantees, being employees and experienced marketing consultants, play a crucial role in the development of the Group. Marketing consultants provide marketing services and support to the Group including planning and executing brand promotion activities and marketing campaigns, developing and implementing marketing strategies for the Group that help increase the brand awareness, design promotional materials that foster the sales of the "Luyuan" brand products, retain the Group's existing customers, reach new markets and demographics to attract new customers, analyze competitors and identify growth opportunities, thereby supporting the Group to expand its market share and maintain its competitive advantages. The Grantees (including the employees and marketing consultants) are therefore invaluable assets to the Group in its long-term development. By offering the Grantees an opportunity to acquire the Shares and thus become a Shareholder, the Grant aligns the interests of the Grantees and that of the Company and the Shareholders, thereby encouraging them to make positive contributions to the Group's long-term performance and growth. The Grant also aligns with the purpose of the Post-IPO Share Scheme as it provides a flexible means for the Company to attract, remunerate, reward and incentivise the Grantees to continue to provide quality marketing consultancy services, which is conducive to reinforcing the market image and position of the Group on a long-term basis and fostering the business development of the Group.

Having considered the above, the Board considers that the terms of the Grant are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

The Grant to (i) Ms. Ni and Mr. Chen, each an executive Director, (ii) Su Bo, Su Fei, Fang Ya, Hu Xun, Dai Hao and Cheng Yun under the Post-IPO Share Scheme had been reviewed and approved by the independent non-executive Directors. Ms. Ni, Mr. Ni Jie (father of Ms. Ni) and Ms. Hu Jihong (mother of Ms. Ni) had abstained from voting on the Board resolution relating to the Grant of the RSUs to Ms. Ni. Mr. Chen had abstained from voting on the Board resolution relating to the Grant of the RSUs to himself. Ms. Hu further abstained from voting on the Board resolution relating to the Grant of the RSUs to Su Bo, Su Fei, Fang Ya, Hu Xun, Dai Hao and Cheng Yun. Save as disclosed, none of the other Directors has any material interest in the Grant and is required to abstain from voting on the relevant Board resolutions.

At the time of Grant, Ms. Ni and Mr. Chen, each an executive Director, were connected persons of the Company and the Grant of the RSUs to them constituted connected transactions under Chapter 14A of the Listing Rules. However, since the Grant to Ms. Ni and Mr. Chen forms part of their remuneration packages under their respective service contracts with the Company, such Grant is exempt from the reporting, announcement and independent Shareholders' approval requirements pursuant to Rule 14A.73(6) and Rule 14A.95 of the Listing Rules. All the percentage ratios (as defined under Rule 14.07 of the Listing Rules) (other than the profits ratio) for each of the Grant to Hu Xun, Fang Ya and the Subsidiaries Connected Grantees are less than 0.1%, each of the Grant to Hu Xun, Fang Ya and the Subsidiaries Connected Grantees is therefore exempt from the reporting, announcement and independent Shareholders' approval requirements pursuant to Rule 14A.73(1) and Rule 14A.76(1) of the Listing Rules.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the date of this announcement, save as disclosed above none of the grantees under the Grant is (i) a Director, or a chief executive, or a substantial shareholder, or an associate of any of them; (ii) a participant with options and awards granted and to be granted exceeding the 1% individual limit under Rule 17.03D of the Listing Rules; or (iii) a related entity participant or service provider with options and awards granted and to be granted in any 12-month period exceeding 0.1% of the total number of issued Shares (excluding any treasury shares).

The Grant is not subject to approval by Shareholders.

NUMBER OF SHARES AVAILABLE FOR FUTURE GRANT

The grant of RSUs will be satisfied by issuance of new Shares and/or transfer of treasury shares within the Post-IPO Scheme Limit. As of the date of this announcement, after the Grant, 31,597,530 underlying Shares will be available for future grants under the Post-IPO Scheme Limit, and no underlying Shares will be available for future grants under the Post-IPO Service Provider Sublimit. In this announcement, references to new Shares or new securities of the Company include treasury shares, and references to the issue of Shares or securities of the Company include the transfer of treasury shares.

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

Hong Kong, January 5, 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*