



**Ziyuanyuan Holdings Group Limited**

**紫元元控股集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 8223)**

**THIRD QUARTERLY RESULTS ANNOUNCEMENT  
FOR THE NINE MONTHS ENDED 30 SEPTEMBER 2022**

**CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG  
LIMITED (THE “STOCK EXCHANGE”)**

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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*This announcement, for which the directors (the “**Directors**”) of Ziyuanyuan Holdings Group Limited (the “**Company**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange (the “**GEM Listing Rules**”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

The board of Directors (the “**Board**”) hereby announces the unaudited condensed consolidated financial results of the Company and its subsidiaries (the “**Group**”) for the three months and nine months ended 30 September 2022 (the “**Period**”), together with the comparative unaudited figures for the corresponding period in 2021 (the “**Prior Period**”), as follows:

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the three months and nine months ended 30 September 2022

		Three months ended		Nine months ended	
		30.9.2022	30.9.2021	30.9.2022	30.9.2021
	Notes	RMB'000	RMB'000	RMB'000	RMB'000
		(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Revenue					
Finance leasing income		11,295	11,210	30,612	36,888
Interest income from loan receivables		4	178	525	704
Income from postpartum care services		16,204	13,478	40,916	36,937
Income from trading of medical equipments and consumables		65,711	2,006	163,627	4,786
		<u>93,214</u>	<u>26,872</u>	<u>235,680</u>	<u>79,315</u>
Total revenue	3	93,214	26,872	235,680	79,315
Cost of sales		(60,264)	(1,909)	(141,138)	(4,559)
Bank interest income		26	35	83	180
Other gains and losses	4	743	933	3,713	3,073
Staff costs	7	(10,533)	(8,965)	(31,172)	(25,261)
Impairment losses under expected credit loss (“ECL”) model, net of reversal		(914)	(308)	(4,550)	(3,847)
Other operating expenses		(17,510)	(13,966)	(41,895)	(38,215)
Finance costs	5	(3,452)	(2,295)	(9,713)	(6,025)
		<u>1,310</u>	<u>397</u>	<u>11,008</u>	<u>4,661</u>
Profit before income tax		1,310	397	11,008	4,661
Income tax expenses	6	(230)	(19)	(1,993)	(237)
		<u>1,080</u>	<u>378</u>	<u>9,015</u>	<u>4,424</u>
Profit and total comprehensive income for the period	7	1,080	378	9,015	4,424
Profit and total comprehensive income for the period attributable to:					
Owners of the Company		930	12	9,033	3,877
Non-controlling interests		150	366	(18)	547
		<u>1,080</u>	<u>378</u>	<u>9,015</u>	<u>4,424</u>
Earnings per share for profit attributable to owners of the Company during the period					
– Basic and diluted (RMB cents)	9	0.233	0.003	2.258	0.969

# CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the nine months ended 30 September 2022

	Attributable to owners of the Company						Non-	Total
	Share capital	Share premium	Capital and other reserves	Statutory reserves	Retained profits	Total	controlling	
							interests	
	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	RMB'000	
At 1 January 2022 (audited)	33,839	65,218	133,023	9,411	58,032	299,523	4,799	304,322
Profit and total comprehensive income for the period	-	-	-	-	9,033	9,033	(18)	9,015
Dividends paid (Note 8)	-	(8,475)	-	-	-	(8,475)	(456)	(8,931)
At 30 September 2022 (unaudited)	<u>33,839</u>	<u>56,743</u>	<u>133,023</u>	<u>9,411</u>	<u>67,065</u>	<u>300,081</u>	<u>4,325</u>	<u>304,406</u>
At 1 January 2021 (audited)	33,839	73,551	133,023	8,817	53,138	302,368	944	303,312
Profit and total comprehensive income for the period	-	-	-	-	3,877	3,877	547	4,424
Dividends paid (Note 8)	-	(8,333)	-	-	-	(8,333)	(632)	(8,965)
Acquisition of subsidiaries	-	-	-	-	-	-	3,262	3,262
At 30 September 2021 (unaudited)	<u>33,839</u>	<u>65,218</u>	<u>133,023</u>	<u>8,817</u>	<u>57,015</u>	<u>297,912</u>	<u>4,121</u>	<u>302,033</u>

# NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

## 1. BASIS OF PREPARATION

The condensed consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (the “**HKICPA**”) as well as with the applicable disclosure requirements of Chapter 18 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited.

## 2. PRINCIPAL ACCOUNTING POLICIES

The condensed consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair values, as appropriate.

Other than additional accounting policies resulting from application of amendments to HKFRSs and application of certain accounting policies which became relevant to the Group, the accounting policies and method of computation used in the condensed consolidated financial statements for the nine months ended 30 September 2022 are the same as those presented in the Group’s annual financial statements for the year ended 31 December 2021.

### **Application of amendments to HKFRSs**

In the current period, the Group has applied the new and amendments to HKFRSs issued by the HKICPA which are effective for the annual period beginning on or after 1 January 2022 for the preparation of the Group’s condensed consolidated financial statements.

The application of the amendments to HKFRSs in the current period has had no material impact on the Group’s financial positions and performance for the current and prior periods and/or on the disclosures set out in these condensed consolidated financial statements.

### 3. REVENUE

Revenue for the period represents finance leasing income, interest income on loan receivables received and receivable arising from the finance leasing activities, income from postpartum care services and income from trading of medical equipments and consumables in the PRC. The amounts of each significant category of revenue recognised in revenue during the period are as follows:

	Three months ended		Nine months ended	
	30.9.2022	30.9.2021	30.9.2022	30.9.2021
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Finance leasing income	<b>11,295</b>	11,210	<b>30,612</b>	36,888
Interest income from loan receivables	<b>4</b>	178	<b>525</b>	704
Income from postpartum care services	<b>16,204</b>	13,478	<b>40,916</b>	36,937
Income from trading of medical equipments and consumables	<b>65,711</b>	2,006	<b>163,627</b>	4,786
	<b>93,214</b>	26,872	<b>235,680</b>	79,315

### 4. OTHER GAINS AND LOSSES

	Three months ended		Nine months ended	
	30.9.2022	30.9.2021	30.9.2022	30.9.2021
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Gain on investment of structured deposits	<b>516</b>	489	<b>3,044</b>	1,241
Government subsidies	<b>156</b>	436	<b>565</b>	1,728
Exchange gain (loss), net	<b>37</b>	4	<b>(17)</b>	80
Others	<b>34</b>	4	<b>121</b>	24
	<b>743</b>	933	<b>3,713</b>	3,073

## 5. FINANCE COSTS

	Three months ended		Nine months ended	
	30.9.2022	30.9.2021	30.9.2022	30.9.2021
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Interests on bank borrowing	3,210	1,949	9,097	4,622
Imputed interests on interest-free deposits from finance lease customers	–	26	54	381
Interests on lease liabilities	242	320	562	1,022
	<u>3,452</u>	<u>2,295</u>	<u>9,713</u>	<u>6,025</u>

## 6. INCOME TAX EXPENSES

	Three months ended		Nine months ended	
	30.9.2022	30.9.2021	30.9.2022	30.9.2021
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
The charge (credit) comprises:				
Current tax				
– PRC Enterprise Income Tax	1,097	362	3,646	1,081
Deferred tax	(867)	(343)	(1,653)	(844)
	<u>230</u>	<u>19</u>	<u>1,993</u>	<u>237</u>

No provision for Hong Kong Profits Tax has been made in the condensed consolidated financial statements as the Group's income neither arises in, nor is derived from, Hong Kong during both periods.

Under the Enterprise Income Tax Law of PRC (the "EIT Law") and the Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both periods, except for one subsidiary of the Group which is recognised as high technology enterprise is entitled to enjoy a preferential tax rate of 15%.

According to the EIT Law and the Implementation of the EIT Law of the PRC, certain PRC subsidiaries of the Group qualified as small low profit enterprises with annual taxable income not more than RMB1,000,000, and the portion that exceeds RMB1,000,000 but does not exceed RMB3,000,000 (inclusive) are entitled to enterprise income tax calculated at 12.5% and 50% of its taxable income at a tax rate of 20%, respectively.

## 7. PROFIT FOR THE PERIOD

Profit for the period has been arrived at after charging (crediting):

	Three months ended		Nine months ended	
	30.9.2022	30.9.2021	30.9.2022	30.9.2021
	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>	<i>RMB'000</i>
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Directors' emoluments	653	464	2,111	1,183
Other staff costs				
– Salaries, allowances and other staff benefits	9,550	7,897	27,663	22,416
– Staffs' retirement benefit scheme contributions	1,365	1,184	4,396	3,263
Total staff costs	11,568	9,545	34,170	26,862
Less: staff costs recognised as research and development costs in other operating expenses	(1,035)	(580)	(2,998)	(1,601)
Staff costs recognised in profit or loss	10,533	8,965	31,172	25,261
Amortisation of intangible assets	255	260	765	779
Cost of inventories sold	60,264	1,909	141,138	4,559
Depreciation of property, plant and equipment	970	1,348	3,752	3,925
Depreciation of right-of-use assets	2,661	3,080	6,663	8,582
Research and development costs recognised as an expense (included in other operating expenses)	351	606	787	1,649
Short-term leases payments	1,172	1,550	4,627	4,505

## 8. DIVIDENDS

During the current period, a final dividend of HK2.5 cents (nine months ended 30 September 2021: HK2.5 cents) per share in respect of the year ended 31 December 2021 was declared to the owners of the Company. The aggregate amounts of the final dividend declared and paid were HK\$10,000,000 (equivalent to RMB8,475,000) (nine months ended 30 September 2021: HK\$10,000,000 (equivalent to RMB8,333,000)).

The directors of the Company do not recommend the payment of an interim dividend in respect of the nine months ended 30 September 2022 (nine months ended 30 September 2021: Nil).

## 9. EARNINGS PER SHARE

The calculation of basic earnings per share attributable to owners of the Company is based on the following data:

	Three months ended		Nine months ended	
	30.9.2022	30.9.2021	30.9.2022	30.9.2021
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
Earnings:				
Earnings for the purpose of basic earnings per share				
Profit for the period attributable to owners of the Company for the purpose of basic earnings per share (RMB'000)	<u>930</u>	<u>12</u>	<u>9,033</u>	<u>3,877</u>
Number of shares:				
Weighted average number of ordinary shares for the purpose of basic earnings per share ('000)	<u>400,000</u>	<u>400,000</u>	<u>400,000</u>	<u>400,000</u>

No diluted earnings per share are presented as there were no potential dilutive ordinary shares in issue during the three months and nine months ended 30 September 2021 and 2022.

## **MANAGEMENT DISCUSSION AND ANALYSIS**

The Board of Directors of the Company announces the unaudited condensed consolidated quarterly results of the Group for the nine months ended 30 September 2022 together with the corresponding comparative figures.

### **BUSINESS REVIEW**

For the nine months ended 30 September 2022, the Group is principally engaged in provision of medical equipment finance leasing services, maternal and child postpartum care industry services and trading of medical equipments and consumables business in the PRC.

#### **Finance leasing services**

During the Period, the Group has been focusing on provision of finance leasing services to SMEs customers in the medical equipment industry in various provinces, municipalities, and autonomous regions in the PRC, where the Group has established connections with industry players and gained operational expertise. The finance lease offered by the Group comprises direct finance leasing and sale-leaseback. The Group provided services to approximately 4,000 SMEs customers across 30 provinces, municipalities and autonomous regions in the PRC as at 30 September 2022. The Group derived a revenue of RMB31.1 million from the finance leasing services during the Period.

#### **Maternal and child postpartum care industry services**

Postpartum confinement (坐月) is a traditional Chinese custom, which allows women to rest fully after giving birth, and to recover through diet. It is said that it is the best time for women to improve their physical well-being. Hence, centres for the provision of postpartum care services (月子中心) had emerged.

The Group provided postpartum care services, consisting of four major areas of (i) health care for postpartum mothers and newborn babies; (ii) dietary and nutrition for postpartum mothers; (iii) recovery and beauty for postpartum mothers; and (iv) intellectual development for newborn babies. The Group derived a revenue of RMB40.9 million from the maternal and child postpartum care industry services during the Period.

## **Trading of medical equipments and consumables business**

During the period, the Group is engaged in trading of medical equipments and consumables in the PRC. The Group derived a revenue of RMB163.6 million from trading of medical equipments and consumables business during the Period.

## **OUTLOOK**

The Group is still reasonably optimistic to sustain the core business given all the economic uncertainties with the outbreak of Covid-19. The Group will continue to seek for the best possible opportunities to grow the Group's business by leveraging current client base. After the pandemic, the healthcare industry will be a new economic breakthrough with significant value-added potentials. The Group initiated pre-emptive deployment of finance leasing service and medical equipment fields that focus on oral cavity and maternity and child industry. Meanwhile, the Group developed trading of medical equipments and consumables business, which cooperates with the maternal and child postpartum care industry, in order to capture pioneer opportunities and support the industrial upgrade of the healthcare industry, diversifying the income of the Group.

In 2022, the global economic situation remains grim. We will continue to increase investment in various businesses and continue to strive to find opportunities in the face of challenges, so as to return shareholders and the public, and realize corporate value as well as social value.

## **FINANCIAL REVIEW**

### **Revenue**

Revenue consists of (i) finance leasing income and interest income from loan receivables in finance leasing services; (ii) postpartum care services income; and (iii) income from trading of medical equipments and consumables. For the Period, the Group's revenue increased by approximately RMB156.4 million or approximately 197.1% to approximately RMB235.7 million (Prior Period: RMB79.3 million). The increase in revenue for the Period was mainly attributable to (i) income from trading of medical equipments and consumables increased from approximately RMB4.8 million for the Prior Period to approximately RMB163.6 million for the Period; and (ii) postpartum care services income increased from approximately RMB36.9 million for the Prior Period to approximately RMB40.9 million for the Period, which offsetting the finance leasing income decreased from approximately RMB37.6 million for the Prior Period to approximately RMB31.1 million for the Period.

## **Cost of sales**

For the Period, the cost of medical equipments and consumables sold increased to approximately RMB141.1 million (Prior Period: approximately RMB4.6 million).

## **Staff cost**

Staff costs include primarily Directors' remuneration, employee salaries, allowances and other staff benefits as well as employee retirement benefits scheme contributions. Staff costs increased from RMB25.3 million for the Prior Period to approximately RMB31.2 million for the Period. The increase was mainly attributable to the increase in head count and staff salaries for existing staff.

## **Other operating expenses**

Other operating expenses include primarily travelling expenses, depreciation of property, plant and equipment, depreciation of right-of-use assets, short-term leases payments and the operating expenses incurred by maternal and child postpartum care business. Other operating expenses increased from approximately RMB38.2 million for the Prior Period to approximately RMB41.9 million for the Period. The increase was mainly due to the increase in other operating expenses of the postpartum care business offsetting the decrease in other operating expenses of the finance leasing business.

The other operating expenses for finance leasing business decreased from approximately RMB15.1 million for the Prior Period to approximately RMB14.3 million for the Period. The decrease was mainly attributed to (i) depreciation of right-of-use assets decreased from approximately RMB2.7 million for the Prior Period to approximately RMB0.9 million for the Period; and (ii) due to the impact of Covid-19, travelling expenses decreased from approximately RMB2.6 million for the Prior Period to approximately RMB2.0 million for the Period.

The other operating expenses for the postpartum care business increased from approximately RMB23.1 million for the Prior Period to approximately RMB27.6 million for the Period, it was mainly attributable to (i) short-term leases payments increased from approximately RMB4.0 million for the Prior Period to approximately RMB4.5 for the Period; and (ii) office expenses, water, electricity and property management fees increased from approximately RMB1.4 million for the Prior Period to approximately RMB2.4 million for the Period.

## **Finance costs**

Finance costs consist of (i) imputed interest expense on interest-free deposits from finance lease customers; (ii) interest on bank and other borrowings; and (iii) interests on lease liabilities. Finance costs increased from approximately RMB6.0 million for the Prior Period to approximately RMB9.7 million for the Period. The increase was mainly due to the interest on bank and other borrowing increased from approximately RMB4.6 million Prior Period to approximately RMB9.1 million for the Period.

## **Income tax expenses**

Certain PRC subsidiaries of the Group qualified as small low profit enterprises with annual taxable income not more than RMB1.0 million, and the portion that exceeds RMB1.0 million but does not exceed RMB3.0 million (inclusive) are entitled to enterprise income tax calculated at 12.5% and 50% of its taxable income at a tax rate of 20%, respectively. A PRC subsidiary of the Group recognised as high technology enterprise is entitled to a preferential enterprise income tax rate of 15%. The enterprise income tax rate applicable to the other PRC subsidiaries of the Group is 25%.

## **Profit for the period attributable to owners of the Company**

During the Period and Prior Period, the Group's profit and total comprehensive income attributable to owners of the Company were approximately RMB9.0 million and RMB3.9 million, respectively. The increase in profit and total comprehensive income attributable to owners of the Company during the Period was mainly attributable to the increase in income from trading of medical equipments and consumables.

## **Dividend**

On 31 March 2022, a final dividend, in the form of a cash dividend of HK2.5 cents per share in respect of the year ended 31 December 2021 has been proposed by the Board and was approved by the shareholders in the annual general meeting held on 27 May 2022.

The Board of Directors of the Company does not recommend the payment of an interim dividend in respect of the Period (Prior Period: Nil).

## **CAPITAL STRUCTURE**

The shares of the Company (the “**Shares**”) were successfully listed on the GEM of the Stock Exchange on 9 July 2018. There has been no change in the capital structure of the Group since then. The share capital of the Group only comprises ordinary Shares.

As at 30 September 2022, the Company’s issued share capital was HK\$40,000,000 and the number of its issued ordinary Shares was 400,000,000.

## **COMPETING INTEREST**

During the nine months ended 30 September 2022, none of the Directors or the controlling shareholders of the Company or their respective close associates (as defined in the GEM Listing Rules) is interested in any business which competes or is likely to compete, either directly or indirectly, with the business of the Group or has any conflicts of interest with the Group.

## **DEED OF NON-COMPETITION**

The controlling shareholders of the Company, namely Mr. Zhang Junshen (through Hero Global), Mr. Zhang Junwei (through Icon Global), (the “**Controlling Shareholders**”) entered into a deed of non-competition dated 12 June 2018 (“**Deed of Non-competition**”) in favour of the Company (for itself and as trustee for each of its subsidiaries). For details of the Deed of Non-competition, please refer to the section headed “Relationship with Controlling Shareholders – Non-competition Undertaking” in the Prospectus. Each of the Controlling Shareholders has confirmed that none of them is engaged in, or interested in any business (other than the Group) which, directly or indirectly, competes or may compete with the business of the Group.

The independent non-executive Directors have also reviewed the status of compliance and confirmed that all the undertakings under the Deed of Non-competition have been complied with by each of the Controlling Shareholders since the nine months ended 30 September 2022 and up to the date of this announcement.

## **PURCHASE, SALES OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES**

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities since the nine months ended 30 September 2022 and up to the date of this announcement.

## **CORPORATE GOVERNANCE PRACTICES**

The Company considers the maintenance of a high standard of corporate governance important to the continuous growth of the Group. The Company's corporate governance practices are based on code provisions as set out in the Corporate Governance Code (the "**CG Code**") as contained in Appendix 15 of the GEM Listing Rules. Other than the deviation from code provision A.2.1, the Company has adopted and complied with, where applicable, the CG Code to ensure that the Group's business activities and decision-making processes are regulated in a proper and prudent manner.

Up to the date of this announcement, other than the deviation from code provision A.2.1, the Company complied with the provisions of the CG Code as set out in Appendix 15 to the GEM Listing Rules.

### **CODE PROVISION A.2.1**

In accordance with the code provision A.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual. The Board is of the view that although Mr. Zhang Junshen is the chairman and the chief executive officer of the Company, this structure will not impair the balance of power and authority between the Board and the management of the Company. The balance of power and authority is ensured by the operations of the Board, which comprises experienced and high caliber individuals and meets regularly to discuss issues affecting operations of the Company. The Board believes that this structure is conducive to strong and consistent leadership, enabling the Group to make and implement decisions promptly and efficiently. The Board has full confidence in Mr. Zhang Junshen and believes that his appointment to the posts of chairman and chief executive officer is beneficial to the business prospects of the Company.

## **EVENT AFTER THE REPORTING PERIOD**

The Directors are not aware of any significant event which had material effect on the Group subsequent to 30 September 2022 and up to the date of this announcement.

## **SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted Rules 5.48 to 5.67 of the GEM Listing Rules as its own code of conduct (“**Code of Conduct**”) regarding securities transactions by the Directors. The Company has confirmed, having made specific enquiry of the Directors, that all the Directors have complied with the Code of Conduct for the nine months ended 30 September 2022 and up to date of this announcement.

## **AUDIT COMMITTEE AND REVIEW OF QUARTERLY RESULTS**

The Group has established an audit committee (the “**Audit Committee**”) pursuant to a resolution of the Directors passed on 12 June 2018 in compliance with Rules 5.28 to 5.33 of the GEM Listing Rules and with written terms of reference in compliance with the CG Code.

The Audit Committee currently consists of one of our non-executive Directors, namely Mr. Lyu Di and two of our independent non- executive Directors, namely Chan Chi Fung Leo and Dr. Deng Bin and the chairman is Mr. Chan Chi Fung Leo, who holds the appropriate professional qualifications as required under Rules 5.05(2) and 5.28 of the GEM Listing Rules.

The Audit Committee has reviewed the unaudited condensed consolidated financial statements of the Group for the nine months ended 30 September 2022 and is of the opinion that the preparation of such statements complied with the applicable accounting standards, the requirements under the GEM Listing Rules and other applicable legal requirements, and that adequate disclosures had been made.

By order of the Board  
**Ziyuanyuan Holdings Group Limited**  
**Zhang Junshen**  
*Chairman and Chief Executive Officer*

Hong Kong, 11 November 2022

*As at the date of this announcement, the executive Directors are Mr. Zhang Junshen (Chairman and Chief Executive Officer) and Mr. Zhang Yong, the non-executive Director is Mr. Lyu Di and the independent non-executive Directors are Mr. Chan Chi Fung Leo, Mr. Chow Siu Hang and Dr. Deng Bin.*

*This announcement will remain on the “Latest Listed Company Information” page on the HKEXnews website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least 7 days from the date of its posting and on the website of the Company at [www.ziyygroup.com](http://www.ziyygroup.com).*