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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)

**FURTHER SUPPLEMENTAL AGREEMENTS TO
DISCLOSEABLE TRANSACTION IN RELATION TO
ACQUISITION OF THE ENTIRE EQUITY
INTERESTS IN THE TARGET COMPANY**

References are made to the announcements dated 29 December 2022, 4 January 2023 and 30 June 2023 of Ziyuanyuan Holdings Group Limited (the “**Company**”) (the “**Announcements**”), in relation to, among others, the Acquisition, the Equity Transfer Agreement and the transactions contemplated thereunder. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

On 29 December 2023, the Vendor and the Purchaser has entered into the second supplemental agreements to the Equity Transfer Agreement (the “**Second Supplemental Agreements**”), pursuant to which the parties to the Equity Transfer Agreement have mutually agreed in writing to further extend the long stop date of the Equity Transfer Agreement to 31 March 2024, as additional time is required for the Vendor to fulfill the remaining conditions precedent under the Equity Transfer Agreement.

The terms of the Second Supplemental Agreements were arrived at after arm’s length negotiations among the Vendor and the Purchaser, and the Directors consider that the terms of the Second Supplemental Agreements are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Save as disclosed above, all other terms and conditions of the Equity Transfer Agreement shall remain unchanged and continue in full force and effect in all respects.

As the Completion is subject to the fulfilment and/or waiver of the conditions set out in the Equity Transfer Agreement, the Acquisition may or may not proceed. Shareholders and potential investors of the Company are advised to exercise caution when dealing in the Shares.

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

Hong Kong, 29 December 2023

As at the date of this announcement, the executive Directors are Mr. Zhang Junshen (Chairman and Chief Executive Officer) and Mr. Wong Kwok San, 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, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with 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.

This announcement will remain on the “Latest Listed Company Information” page on the HKEXnews website at 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.