

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase, or subscribe for any securities in the Company and neither this announcement nor anything herein forms the basis for any contract or commitment whatsoever.

Distribution of this announcement into jurisdictions other than Hong Kong may be restricted by law. Persons who come into possession of this announcement should acquaint themselves with and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This announcement is not an invitation or offer of securities for sale in the United States and neither this announcement nor any copy thereof may be released or distributed in the United States or any other jurisdiction where such release might be unlawful or to any US persons. Securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act of 1933 of the United States, as amended.



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)

REVISED EXPECTED TIMETABLE AND DELAY IN DESPATCH OF THE PROSPECTUS DOCUMENTS IN RELATION TO PROPOSED RIGHTS ISSUE ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY FIVE (5) EXISTING SHARES HELD ON THE RECORD DATE

Underwriter to the Rights Issue

RaffAello

Securities (HK) Ltd

Raffaello Securities (HK) Limited

Reference is made to the announcement of Ziyuanyuan Holdings Group Limited (the “**Company**”) dated 14 August 2024 in relation to, among other things, the proposed Rights Issue (the “**Announcement**”). Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

REVISED EXPECTED TIMETABLE FOR THE RIGHTS ISSUE

As disclosed in the Announcement, the Prospectus Documents setting out the details of the Rights Issue was expected to be despatched to the Qualifying Shareholders on Thursday, 29 August 2024. As additional time is required for the Company to prepare and finalise certain information for inclusion in the Prospectus Documents, the Prospectus Posting Date will be postponed to Tuesday, 17 September 2024, and the expected timetable for the Rights Issue has been revised accordingly.

Set out below is the expected timetable for the Rights Issue which is indicative only and has been prepared on the assumption that all the conditions of the Rights Issue will be fulfilled or waived (where applicable) and the Prospectus Documents will be despatched on or before Tuesday, 17 September 2024:

Expected timetable

2024
(Hong Kong time)

Despatch of Prospectus Documents (in the case of Non-Qualifying Shareholders, the Prospectus only).....	Tuesday, 17 September
First day of dealing in Nil-Paid Rights.....	Friday, 20 September
Latest time for splitting of the PAL.....	4:30 p.m. on Tuesday, 24 September
Last day of dealing in Nil-Paid Rights.....	Friday, 27 September
Latest time for acceptance of and payment for the Rights Shares and application and payment for excess Rights Shares.....	4:00 p.m. on Thursday, 3 October
Latest Time for Termination for the Rights Issue to become unconditional.....	4:00 p.m. on Friday, 4 October
Announcement of results of the Rights Issue.....	Thursday, 10 October
Despatch of certificates for fully-paid Rights Shares and refund cheques, if any, in respect of wholly or partially unsuccessful application for excess Rights Shares.....	Monday, 14 October
Expected first day of dealings in fully-paid Rights Shares.....	Tuesday, 15 October

Dates or deadlines specified in expected timetable above or in other parts of this announcement are indicative only and may be varied by agreement between the Company and Underwriter. Any changes to the expected timetable will be published or notified to the Shareholders and the Stock Exchange as and when appropriate.

SUPPLEMENTAL AGREEMENT TO THE UNDERWRITING AGREEMENT IN RELATION TO THE REVISIONS TO THE EXPECTED TIMETABLE

As a result of the revisions to the expected timetable as set out above, on 23 August 2024 (after trading hours), the Company and the Underwriter entered into a supplemental agreement to the Underwriting Agreement (the “**Supplemental Agreement**”) to reflect the revisions to the expected timetable as stated in “Revised timetable for the Rights Issue” above. Save for the amendments made in relation to the timetable in the Supplemental Agreement, the other terms and conditions of the Underwriting Agreement remain unchanged.

WARNING OF THE RISKS OF DEALING IN THE EXISTING SHARES AND NIL-PAID RIGHTS

Shareholders should note that the Record Date has remained unchanged and dealings in Shares on an ex-rights basis have already commenced on Tuesday, 20 August 2024.

The Underwriting Agreement (as supplemented by the Supplemental Agreement) contains provisions giving the Underwriter the right to terminate its obligations under the Underwriting Agreement (as supplemented by the Supplemental Agreement) upon the occurrence of certain events. The Rights Issue is conditional on, among other things, the Underwriting Agreement (as supplemented by the Supplemental Agreement) having become unconditional and not having been terminated by the Underwriter in accordance with its terms (a summary of which is set out in the section headed “Termination of the Underwriting Agreement” in the Announcement). Accordingly, the Rights Issue may or may not proceed.

Any Shareholder or other person contemplating selling or purchasing the Shares and/or Nil-Paid Rights up to the date when the conditions of the Rights Issue are fulfilled or waived (as applicable) will bear the risk that the Rights Issue may not become unconditional and may not proceed. Shareholders and the public are reminded to exercise caution when dealings in the securities of the Company. If in any doubt, Shareholders and other persons contemplating dealing in the securities of the Company are recommended to consult their own professional advisers, and should exercise caution in dealing in the securities of the Company.

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

Hong Kong, 23 August 2024

As at the date of this announcement, the executive Directors are Mr. Zhang Junshen (Chairman and Chief Executive Officer) and Mr. Tian Zhiwei, 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.