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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)**

### **TERMINATION OF THE RIGHTS ISSUE AND THE UNDERWRITING AGREEMENT**

Reference is made to the announcements of Ziyuanyuan Holdings Group Limited (the “**Company**”) dated 14 August 2024 and 23 August 2024 (the “**Announcements**”) as well as the Prospectus Documents dated 17 September 2024 in relation to the Rights Issue. Unless the context otherwise requires, capitalized terms used in this announcement shall have the same meanings as those defined in the Prospectus.

#### **TERMINATION OF THE RIGHTS ISSUE AND THE UNDERWRITING AGREEMENT**

The Board would like to announce that in view of (i) the significant drop in the trading price of the Shares after the signing of the Underwriting Agreement - closing price of HK\$2.98 (before adjustment) on 14 August 2024 and HK\$1.42 on 24 September 2024, representing a decrease of more than 52%; and (ii) the material change in recent market condition brought by stimulus measures as announced by the government of the PRC, on 30 September 2024 (after trading hours), the Company and the Underwriter mutually agreed to terminate the Underwriting Agreement in its entirety with immediate effect from the date of this announcement (the “**Termination**”). The Underwriting Agreement is therefore terminated in its entirety and is of no further force or effect. Upon the Termination, each of the Company and the Underwriter shall, among other things, cease to be bound by or have the benefit of the terms and conditions of the Underwriting Agreement and unconditionally and irrevocably release and discharge the other party from any and all present, past and future obligations owed to it directly or indirectly arising from or in connection with the Underwriting Agreement (but without prejudice to the rights of any party in respect of antecedent breach). The Rights Issue will therefore not proceed and will lapse.

As at the date of this announcement, no Rights Shares have been issued by the Company under the Rights Issue.

The Board does not consider that the Termination will have any immediate material adverse effect on the financial position or the operations of the Group. The Company will continue to explore alternative means of financing as and when appropriate and formulate/revise its business plans which were originally proposed to be funded by the Rights Issue.

## **REFUND CHEQUES**

It is expected that refund cheques or the cheque(s) submitted by the applicant(s) which has not yet been deposited to the rights issue account in respect of the applications for Rights Shares and excess Rights Shares will be despatched by ordinary post to those entitled thereto, without interest, at their own risk on or before Monday, 14 October 2024.

**Shareholders and potential investors 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, 30 September 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](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).*