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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)

**DISCLOSEABLE TRANSACTIONS
IN RELATION TO SUBSCRIPTIONS OF AND DISPOSALS OF
WEALTH MANAGEMENT PRODUCTS**

(I) SUBSCRIPTIONS OF WEALTH MANAGEMENT PRODUCTS

During the financial year ended 31 December 2021, the Group used its idle fund to invest in certain Wealth Management Products, including but not limited to the subscriptions of (i) the Shenzhen Xinhonglin Wealth Management Products and Shenzhen Changlian Wealth Management Products for an aggregate principal amount of RMB105 million; (ii) the CCB Wealth Management Product, for an aggregate principal amount of RMB95 million; and (iii) the CMB Wealth Management Products for an aggregate principal amount of RMB24.9 million.

(II) DISPOSALS OF WEALTH MANAGEMENT PRODUCTS

During the financial year ended 31 December 2021, the Group realised some of its investments in the Wealth Management Products which including but not limited to the disposals of (i) the Shenzhen Xinhonglin Wealth Management Products and Shenzhen Changlian Wealth Management Products for an aggregate amount of RMB71.2 million; (ii) the CCB Wealth Management Products for an aggregate amount of RMB95.1 million; and (iii) the CMB Wealth Management Products for an aggregate amount of RMB25 million. As at 31 December 2021, the Group had investments in Wealth Management Products of RMB35.3 million measured at fair value through profit or loss.

LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios (as defined under the GEM Listing Rules) for each of the First Shenzhen Xinhonglin/Changlian Subscription, Third Shenzhen Xinhonglin/Changlian Subscription, First CCB Subscription, Second CCB Subscription, First Shenzhen Xinhonglin/Changlian Disposal, First CCB Disposal, Second CCB Disposal and First CMB Disposal, exceeds 5% but all the percentage ratios are less than 25%, each of the First Shenzhen Xinhonglin/Changlian Subscription, Third Shenzhen Xinhonglin/Changlian Subscription, First CCB Subscription, Second CCB Subscription, First Shenzhen Xinhonglin/Changlian Disposal, First CCB Disposal, Second CCB Disposal and First CMB Disposal, on standalone basis, constituted a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to the notification and announcement requirements under the GEM Listing Rules.

Pursuant to Rule 19.22 of the GEM Listing Rules, as one of the applicable percentage ratios (as defined under the GEM Listing Rules) in respect of each of the Second Shenzhen Xinhonglin/Changlian Subscriptions, Fourth Shenzhen Xinhonglin/Changlian Subscriptions and Fifth Shenzhen Xinhonglin/Changlian Subscriptions exceeds 5% but all the percentage ratios are less than 25%, each of the Second Shenzhen Xinhonglin/Changlian Subscriptions, Fourth Shenzhen Xinhonglin/Changlian Subscriptions and Fifth Shenzhen Xinhonglin/Changlian Subscriptions, on aggregated basis, constituted a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to the notification and announcement requirements under the GEM Listing Rules.

As all applicable percentage ratios (as defined under the GEM Listing Rules) in respect of each of the Shenzhen Xinhonglin/Changlian Disposals, CCB Disposals and CMB Disposals are less than 25%, each of the Shenzhen Xinhonglin/Changlian Disposals, CCB Disposals and CMB Disposals, on aggregated basis, does not constitute a major transaction of the Company under Chapter 19 of the GEM Listing Rules.

(I) SUBSCRIPTIONS OF WEALTH MANAGEMENT PRODUCTS

(1) Shenzhen Xinhonglin/Changlian Subscriptions

Between 4 January 2021 and 1 December 2021, the Group entered into ten Shenzhen Xinhonglin/Changlian Subscriptions pursuant to which the Group subscribed for, with idle self-owned funds, the Shenzhen Xinhonglin Wealth Management Products and Shenzhen Changlian Wealth Management Products for an aggregate principal amount of RMB105 million from Shenzhen Xinhonglin and Shenzhen Changlian. Set out below are the key terms of each of the Shenzhen Xinhonglin/Changlian Subscriptions made by the Group in 2021:

Row number	Subscription date	Counterparty	Name of product	Issuer of product	Investment cost (RMB'000)	Term of product and redemption	Type of product	Expected return rate	Investment portfolio of product
1.	4 January 2021	Shenzhen Xinhonglin	Jinhui No.20* (錦匯二十號)	Northern International Trust Co., Ltd* (北方國際信託股份有限公司)	20,000	No fixed term	Non-principal guaranteed with floating return	8.10%	Non-public corporate bonds
2.	1 February 2021	Shenzhen Changlian	Stable Series E13 Trust Fund Plan* (穩健系列 E13 集合資金信託計劃)	Western Trust Co., Ltd* (西部信託有限公司)	10,000	No fixed term	Non-principal guaranteed with floating return	6.5% - 6.9%	equity interests of companies engaged in the construction of infrastructures
3.	28 May 2021	Shenzhen Xinhonglin	Shengzhong No.10 Sub-plan 3* (晟仲十號子計劃三)	Northern International Trust Co., Ltd* (北方國際信託股份有限公司)	10,000	No fixed term	Non-principal guaranteed with floating return	8.20%	Non-public corporate bonds
4.	28 June 2021	Shenzhen Changlian	Xinxiang Series K04 Trust Fund Plan* (鑫享系列 K04 集合資金信託計劃)	Western Trust Co., Ltd* (西部信託有限公司)	15,000	No fixed term	Non-principal guaranteed with fixed return	9%	bonds instruments
5.	8 October 2021	Shenzhen Xinhonglin	Guoyuan Antai No.06003 Bond Investment Trust Fund Plan* (國元·安泰 06003 號債券投資集合資金信託計劃)	Anhui Guoyuan Trust Co., Ltd* (安徽國元信託有限責任公司)	5,000	No fixed term	Non-principal guaranteed with floating return	7%	Non-public corporate bonds
6.	21 October 2021	Shenzhen Xinhonglin			10,000				
7.	4 November 2021	Shenzhen Changlian	Jingu · Jinniu No.14 Trust Fund Plan* (金谷·金牛 14 號集合資金信託計劃)	China Jingu International Trust Co., Ltd* (中國金谷國際信託有限責任公司)	10,000	No fixed term	Non-principal guaranteed with floating return	Not less than 7.1%	equity interests of companies engaged in logistics
8.	1 December 2021	Shenzhen Xinhonglin	Chuangyuan No. 2 Bond Investment Trust Fund Plan* (創元 2 號債券投資集合資金信託計劃)	Anhui Guoyuan Trust Co., Ltd* (安徽國元信託有限責任公司)	10,000	No fixed term	Non-principal guaranteed with floating return	7%	Non-public corporate bonds
9.	1 December 2021	Shenzhen Changlian	Stable Series E10 Trust Fund Plan* (穩健系列 E10 集合資金信託計劃)	Western Trust Co., Ltd* (西部信託有限公司)	5,000	No fixed term	Non-principal guaranteed with fixed return	6.7%-7.3%	equity interests of companies engaged in the construction of infrastructures
10.	1 December 2021	Shenzhen Changlian			10,000				

Shenzhen Xinhonglin and Shenzhen Changlian are the brokers of the Shenzhen Xinhonglin Wealth Management Products and Shenzhen Changlian Wealth Management Products respectively, and Shenzhen Xinhonglin and Shenzhen Changlian are beneficially owned as to 100% and 99% by Mr. Liu Ying* (劉映) respectively. To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, each of Shenzhen Xinhonglin, Shenzhen Changlian and Mr. Liu Ying*, being their respective ultimate beneficial owner, are Independent Third Parties.

As one of the applicable percentage ratios (as defined under the GEM Listing Rules) for each of the First Shenzhen Xinhonglin/Changlian Subscription and Third Shenzhen Xinhonglin/Changlian Subscription exceeds 5% but all percentage ratios are less than 25%, each the First Shenzhen Xinhonglin/Changlian Subscription and Third Shenzhen Xinhonglin/Changlian Subscription, on a standalone basis, constituted a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to the notification and announcement requirements under the GEM Listing Rules.

Pursuant to Rule 19.22 of the GEM Listing Rules, each of the Second Shenzhen Xinhonglin/Changlian Subscriptions, Fourth Shenzhen Xinhonglin/Changlian Subscriptions and Fifth Shenzhen Xinhonglin/Changlian Subscriptions shall be aggregated as if they were one transaction. As one of the applicable percentage ratios (as defined under the GEM Listing Rules) after the aggregation exceeds 5% but all the percentage ratios are less than 25%, the Second Shenzhen Xinhonglin/Changlian Subscriptions, Fourth Shenzhen Xinhonglin/Changlian Subscriptions and Fifth Shenzhen Xinhonglin/Changlian Subscriptions constituted three separate discloseable transactions of the Company under Chapter 19 of the GEM Listing Rules and is subject to the notification and announcement requirements under the GEM Listing Rules.

(2) CCB Subscriptions

Between 15 January 2021 and 1 September 2021, the Group entered into four CCB Subscriptions pursuant to which the Group subscribed for, with idle self-owned funds, the CCB CCB Wealth Management Product for an aggregate principal amount of RMB95 million from CCB, which is the issuer of the CCB Wealth Management Product. Set out below are key terms of each of the CCB Subscriptions made by the Group in 2021:

Row number	Subscription date	Name of product	Issuer of product	Investment cost (RMB'000)	Term of product and redemption	Type of product	Expected return rate (per annum)	Investment portfolio of product
1.	15 January 2021	“Qianyuan-Fushunying” open-end investment portfolio* (“乾元—福順盈”開放式資產組合型)	China Construction Bank	40,000	No fixed term	Non-principal guaranteed with floating return	2.4%-2.6%	money market and cash management instruments, standardized fixed income assets, non-standardized debt assets, equity interest assets, and other financial instruments that comply with the applicable regulatory requirements
2.	8 July 2021			24,000				
3.	2 August 2021			18,000				
4.	1 September 2021			13,000				

As one of the applicable percentage ratios (as defined under the GEM Listing Rules) for each of the First CCB Subscription and Second CCB Subscription exceeds 5% but all the percentage ratios are less than 25%, each of the First CCB Subscription and Second CCB Subscription, on standalone basis, constituted a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to the notification and announcement requirements under the GEM Listing Rules.

(3) CMB Subscriptions

Between 28 February 2021 and 14 December 2021, the Group entered into eight CMB Subscriptions pursuant to which the Group subscribed for, with idle self-owned funds, the CMB Wealth Management Products for an aggregate principal amount of RMB24.9 million from CMB, which is the issuer of the CMB Wealth Management Products. Set out below are the key terms of the CMB Subscriptions made by the Group in 2021:

Row number	Subscription date	Name of product	Issuer of product	Principal amounts of subscription (RMB'000)	Term of product and redemption	Type of product	Expected return rate (per annum)	Investment portfolio of product
1.	28 February 2021	China Merchants Bank Ri Ri Xian Wealth Management Plan* (招商銀行日日鑫理財計劃)	China Merchants Bank	19,300	No fixed term	Non-principal guaranteed with fixed return	2.63%	the relevant product invests directly or indirectly in the following financial assets and financial instruments, including but not limited to treasury bills, policy financial bonds and central bank bills, interbank and exchange bond assets, trust schemes and fixed asset management schemes, bank deposits and other fixed income assets and financial instruments
2.	14 April 2021	China Merchants Bank "Chao Zhao Jin" (multiple stable type) wealth management scheme* (招商銀行朝招金(多元穩健型))	China Merchants Bank	1,100	No fixed term	Non-principal guaranteed with fixed return	2.45%	
3.	30 April 2021			1,500				
4.	5 July 2021			1,500				
5.	29 July 2021			300				
6.	2 August 2021			500				
7.	31 August 2021			300				
8.	14 December 2021			400				

None of the above CMB Subscriptions, on standalone basis or on aggregated basis, constituted a notifiable transaction as all percentage ratios (as defined under the GEM Listing Rules) for each individual or aggregated CMB Subscription are below 5% and is exempt from the notification and announcement requirements under the GEM Listing Rules.

(II) DISPOSALS OF WEALTH MANAGEMENT PRODUCTS

(1) Shenzhen Xinhonglin/Changlian Disposals

Between 26 April 2021 and 31 December 2021, the Group realized six of its Shenzhen Xinhonglin/Changlian Subscriptions for an aggregate amount of approximately RMB71.2 million by way of redemption by Shenzhen Xinhonglin and Shenzhen Changlian. The Shenzhen Xinhonglin/Changlian Disposals resulted in an aggregate gain of approximately RMB1,173,000, being the difference between the redemption amount and the sum of the investment costs and other charges of the relevant Shenzhen Xinhonglin Wealth Management Products and Shenzhen Changlian Wealth Management Products. Such gain would be used for future investment/general working capital of the Group. Set out below are the details of the Shenzhen Xinhonglin/Changlian Disposals:

Row number	Counterparty	Redemption/ Disposal date	Corresponding subscription date	Name of product	Principal amount being redeemed/disposed (RMB'000)	Redemption amount (RMB'000)	Gain from redemption/ disposal (RMB'000)
1.	Shenzhen Xinhonglin	26 April 2021	4 January 2021	Jinhui No.20* (錦匯二十號)	20,000	20,402	402
2.	Shenzhen Changlian	28 June 2021	1 February 2021	Stable Series E13 Trust Fund Plan* (穩健系列 E13 集合資金信託計劃)	10,000	10,183	183
3.	Shenzhen Xinhonglin	28 June 2021	28 May 2021	Shengzhong No.10 Sub-plan 3* (晟仲十號子計劃三)	10,000	10,053	53
4.	Shenzhen Changlian	18 October 2021	28 June 2021	Xinxiang Series K04 Trust Fund Plan* (鑫享系列 K04 集合資金信託計劃)	15,000	15,368	368
5.	Shenzhen Xinhonglin	31 December 2021	21 October 2021	Guoyuan Antai No.06003 Bond Investment Trust Fund Plan* (國元•安泰 06003 號債券投資集合資金信託計劃)	10,000	10,136	136
6.	Shenzhen Changlian	31 December 2021	1 December 2021	Stable Series E10 Trust Fund Plan* (穩健系列 E10 集合資金信託計劃)	5,000	5,031	31

As one of the applicable percentage ratios (as defined under the GEM Listing Rules) for the First Shenzhen Xinhonglin/Changlian Disposal exceeds 5% but all percentage ratios are less than 25%, the First Shenzhen Xinhonglin Disposal, on a standalone basis, constituted a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to the notification and announcement requirements under the GEM Listing Rules.

As all the applicable percentage ratios (as defined under the GEM Listing Rules) of the Shenzhen Xinhonglin/Changlian Disposals after the aggregation are less than 25%, the Shenzhen Xinhonglin/Changlian Disposals on an aggregated basis does not constitute a major transaction of the Company under Chapter 19 of the GEM Listing Rules.

(2) CCB Disposals

Between 21 January 2021 and 28 September 2021, the Group realized all its CCB Subscriptions for an aggregate amount of approximately RMB95.1 million by way of redemption by CCB. The CCB Disposals resulted in an aggregate gain of approximately RMB86,000, being the difference between the redemption amount and the sum of the investment costs and other charges of the relevant CCB Wealth Management Product. Such gain would be used for future investment/general working capital of the Group. Set out below are the details of the CCB Disposals:

Row number	Redemption/ Disposal date	Corresponding subscription date	Name of product	Principal amount being redeemed/ disposed (RMB'000)	Redemption/ Disposal amount (RMB'000)	Gain from redemption/ disposal (RMB'000)
1.	21 January 2021	15 January 2021	“Qianyuan-Fushunying” open-end investment portfolio* (“乾元—福順盈” 開放式資產組合型)	40,000	40,014	14
2.	30 July 2021	8 July 2021		24,000	24,031	31
3.	30 August 2021	2 August 2021		18,000	18,031	31
4.	28 September 2021	1 September 2021		13,000	13,010	10

As one of the applicable percentage ratios (as defined under the GEM Listing Rules) for each of the First CCB Disposal and Second CCB Disposal exceeds 5% but all the percentage ratios are less than 25%, each of the First CCB Disposal and Second CCB Disposal, on standalone basis, constituted a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to the notification and announcement requirements under the GEM Listing Rules.

As all the applicable percentage ratios (as defined under the GEM Listing Rules) of the CCB Disposals after the aggregation are less than 25%, the CCB Disposals on an aggregated basis does not constitute a major transaction of the Company under Chapter 19 of the GEM Listing Rules.

(3) CMB Disposals

Between 31 March 2021 and 28 December 2021, the Group realized all its CMB Subscriptions for an aggregate amount of approximately RMB25.0 million by way of redemption by CMB. The CMB Disposals resulted in an aggregate gain of approximately RMB65,000, being the difference between the redemption amount and the sum of the investment costs and other charges of the CMB Wealth Management Products. Such gain would be used for the future investment/general working capital of the Group. Set out below are the details of the CMB Disposals :

Row number	Redemption/ Disposal date	Corresponding subscription date	Name of product	Principal amount being redeemed/ disposed (RMB'000)	Redemption/ Disposal amount (RMB'000)	Gain from redemption/ disposal (RMB'000)
1.	31 March 2021	28 February 2021	China Merchants Bank Ri Ri Xian Wealth Management Plan* (招商銀行日日鑫理財計劃)	19,300	19,330	30
2.	28 December 2021	14 April 2021	China Merchants Bank "Chao Zhao Jin" (multiple stable type) wealth management scheme* (招商銀行朝招金(多元穩健型))	1,100	1,112	12
3.	30 June 2021	30 April 2021		7		
4.	16 September 2021	5 July 2021		8		
5.	16 September 2021	2 August 2021		2		
6.	28 December 2021	29 July 2021		3		
7.	28 December 2021	31 August 2021		2		
8.	28 December 2021	14 December 2021		1		
				400	401	

As one of the applicable percentage ratios (as defined under the GEM Listing Rules) for the First CMB Disposal exceeds 5% but all the percentage ratios are less than 25%, the First CMB Disposal, on standalone basis, constituted a discloseable transaction of the Company under Chapter 19 of the GEM Listing Rules and is subject to the notification and announcement requirements under the GEM Listing Rules.

As all the applicable percentage ratios (as defined under the GEM Listing Rules) of the CMB Disposals after the aggregation are less than 25%, the CMB Disposals on an aggregated basis does not constitute a major transaction of the Company under Chapter 19 of the GEM Listing Rules.

As at 31 December 2021, the Group had investments in Wealth Management Products of RMB35.3 million measured at fair value through profit or loss in the PRC as follows:

Name of product	Investment cost (RMB'000)	Fair value (RMB'000)	Size to issuer's total assets	Unrealised gain or loss (RMB'000)
Guoyuan Antai No.06003 Bond Investment Trust Fund Plan* (國元•安泰 06003 號債券投資集合資金信託計劃)	5,000	5,085	1.0%	85
Jingu • Jinniu No.14 Trust Fund Plan* (金谷•金牛 14 號集合資金信託計劃)	10,000	10,121	1.9%	121
Chuangyuan No. 2 Bond Investment Trust Fund Plan* (創元 2 號債券投資集合資金信託計劃)	10,000	10,056	1.9%	56
Stable Series E10 Trust Fund Plan* (穩健系列 E10 集合資金信託計劃)	10,000	10,061	1.9%	61

BASIS OF DETERMINATION FOR THE CONSIDERATION

The consideration of each of the Subscriptions and Disposals was determined after arm's length negotiation between the Group and the counterparties, namely Shenzhen Xinhonglin, Shenzhen Changlian, CCB and CMB, and on normal commercial terms with reference to market prevailing price of the relevant Wealth Management Products.

The Subscriptions were funded by the surplus cash of the Group and are highly liquid, therefore they would not affect the working capital or the operation of the Group. Each of the Wealth Management Products was accounted for as investment in the accounts of the Company. The Directors took into account the investment terms, risk level and expected return rate of the Wealth Management Products. The Directors consider the terms of the Subscriptions and the Disposals are on normal commercial terms which are fair and reasonable, and the Subscriptions and the Disposals are in the interests of the Company and the Shareholders as a whole.

PARTIES INFORMATION

Shenzhen Xinhonglin

Shenzhen Xinhonglin is a company incorporated under the laws of the PRC, which is principally engaged in non-financing guarantee business; domestic trade; import and export of goods and technologies and asset management.

Shenzhen Changlian

Shenzhen Changlian is a company incorporated under the laws of the PRC, which is principally engaged in investment management; information consultation; venture capital business; entrusted management of venture capital enterprises and other institutions or individuals' venture capital business.

CCB

CCB is a licensed bank established under the laws of the PRC, which is principally engaged in the provision of corporate and personal banking and other financial services in the PRC. Based on information publicly available to the Company, CCB is a subsidiary of China Construction Bank Corporation, a company listed on the Shanghai Stock Exchange (stock code: 601939) and the Stock Exchange (stock code: 939), and the ultimate beneficial owner of CCB is China Investment Corporation.

CMB

CMB is a licensed bank established under the laws of the PRC, which is principally engaged in the provision of corporate and personal banking and other financial services in the PRC. Based on information publicly available to the Company, CMB is a subsidiary of China Merchants Bank Co., Ltd., a company listed on the Shanghai Stock Exchange (stock code: 600036) and the Stock Exchange (stock code: 3968).

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, each of Shenzhen Xinhonglin, Shenzhen Changlian, CCB and CMB and their respective ultimate beneficial owner(s) are Independent Third Parties.

REASONS FOR AND BENEFITS OF THE SUBSCRIPTIONS AND DISPOSALS

The Group is principally engaged in the provision of medical equipment finance leasing services, maternal and child postpartum care industry services and trading of medical equipment and consumables business in the PRC.

In order to enhance the capital efficiency and to maximize the return from the working capital of the Group, the Group reasonably and strategically utilizes the idle funds of the Group to conduct the Subscriptions and Disposals for investment purposes. The Directors further took into account (i) the high liquidity and flexible investment term of each of the Wealth Management Products in which the Group is able to freely acquire additional or dispose units of the Wealth Management Products to cater the capital needs of the Group's operation; (ii) the risk associated with the Wealth Management Products is low and each of the Wealth Management Products has a relatively high credit rating; (iii) the Subscriptions and the subsequent Disposals offered a better return than the prevailing fixed-term deposit interests rates generally offered by commercial banks in the PRC; and (iv) the Subscriptions and Disposals have no material impact on the operations and working capital of the Group.

The Group has implemented adequate measures to closely monitor the performance of the Wealth Management Products and to review and assess the impact of the Subscriptions and Disposals to the operation and working capital of the Group. In view of the above, the Directors consider that the terms of each of the Subscriptions and Disposals are fair and reasonable and on normal commercial terms, and the Subscriptions and Disposals are in the interests of the Company and the Shareholders as a whole.

REMEDIAL ACTIONS

The Company acknowledges that the reporting and announcement requirements in respect of the Subscriptions and Disposals as required under Chapter 19 of the GEM Listing Rules has been inadvertently delayed. The failure to make timely disclosure was due to the misapprehension of the GEM Listing Rules in which the relevant officers of the subsidiaries who are responsible for the investment of the Group was under the impression that the Subscriptions and Disposals with the purpose to earn interest were similar to time deposits in nature, and would not constitute "transactions" under Chapter 19 of the GEM Listing Rules, thus, leading to the delay in reporting and announcement. The Company emphasizes that the delay in disclosure was a one-off event and that the Company had no intention to withhold information from the Shareholders and the public.

The Company takes the above non-compliance of the Listing Rules seriously and the Company has promptly undertaken and/or proposed to implement the following remedial actions:

- (i) the Board has engaged external legal advisers to seek advice on the implications under the GEM Listing Rules in relation to the delay in disclosure and to assist in the preparation of this announcement to keep all Shareholders informed;
- (ii) the Company has requested the Directors and senior management of each member of the Group to avoid delay in report and disclosure should transactions of similar nature arise in the future;
- (iii) the Company will provide regular trainings on an annual basis, the first training of which is scheduled to be conducted no later than three months from the date of this announcement, to the Directors, senior management and relevant officers of the Group to explain the relevant requirements and reporting procedures, particularly on notifiable transactions, under the GEM Listing Rules, in order to reinforce and strengthen their knowledge on the GEM Listing Rules and their ability to identify possible compliance issues at an early stage of the transaction;
- (iv) the Company will strengthen the coordination between different departments of the Group, particularly, a special task group will be established comprising an executive Director, namely Mr. Zhang Junshen, a non-executive Director, namely Mr. Lyu Di, a company secretary, namely Mr. Wong Kwok San and senior management. The Board is of the view that special task group comprises of senior officers of the Company and professionals in the areas of GEM Listing Rules compliance and capital investments, and all subsidiaries will be required to report to the special task group of potential transactions for their review and assessment regarding the potential GEM Listing Rules compliance implications and disclosure requirements; and
- (v) the Company will work closely with its external professional advisers and seek their advices as and when appropriate in relation to potential transactions in the future.

The Board is of the view that the implementation of the aforesaid remedial actions will effectively prevent the reoccurrence of similar non-compliance incidents. In the future, the Board will from time-to-time review and enhance the internal control policies of the Group as and when appropriate to ensure strict compliance with the GEM Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

“Board”	the board of Directors of the Company
“CCB”	China Construction Bank Shenzhen Branch
“CCB Disposals”	collectively, the four disposals of the CCB Wealth Management Product by the Group between 21 January 2021 and 28 September 2021 for the aggregate amount of approximately RMB95.1 million as detailed in the table in the section “(II) Disposals of Wealth Management Products – (2) CCB Disposals” of this announcement, and each a “ CCB Disposal ”
“CCB Subscriptions”	collectively, the four subscriptions (including the First CCB Subscription) of the CCB Wealth Management Product by the Group between 15 January 2021 and 1 September 2021 for the aggregate principal amount of RMB95 million as detailed in the table in the section “(I) Subscriptions of Wealth Management Products – (2) CCB Subscriptions” of this announcement, and each a “ CCB Subscription ”
“CCB Wealth Management Product”	the wealth management product sold by CCB and subscribed by the Group as set out in this announcement
“CMB”	China Merchants Bank Co., Ltd., a licensed bank incorporated under the laws of the PRC
“CMB Disposals”	collectively, the eight disposals of the CMB Wealth Management Products by the Group between 31 March 2021 and 28 December 2021 for the aggregate amount of approximately RMB25.0 million as detailed in the table in the section “(II) Disposals of Wealth Management Products – (3) CMB Disposals” of this announcement, and each a “ CMB Disposal ”

“CMB Subscriptions”	collectively, the eight subscriptions of the CMB Wealth Management Products by the Group between 28 February 2021 and 14 December 2021 for the aggregate principal amount of RMB24.9 million as detailed in the table in the section “(I) Subscriptions of Wealth Management Products – (3) CMB Subscriptions” of this announcement, and each a “ CMB Subscription ”
“CMB Wealth Management Products”	the wealth management products sold by CMB and subscribed by the Group as set out in this announcement
“Company”	Ziyuanyuan Holdings Group Limited (紫元元控股集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the issued shares of which are listed on GEM of the Stock Exchange (stock code: 8223)
“Director(s)”	the director(s) of the Company
“Disposals”	collectively, the Shenzhen Xinhonglin/Changlian Disposals, CCB Disposals and CMB Disposals
“Fifth Shenzhen Xinhonglin/Changlian Subscriptions”	collectively, the four Shenzhen Xinhonglin/Changlian Subscriptions on 4 November 2021 and three separate occasions 1 December 2021 for the aggregate principal amount of RMB35 million as detailed in rows no. 7 to 10 of the table in the section “(I) Subscriptions of Wealth Management Products – (1) Shenzhen Xinhonglin/Changlian Subscriptions” of this announcement
“First CCB Disposal”	the CCB Disposal on 19 January 2021 for the amount of approximately RMB40.0 million as detailed in row no. 1 of the table in the section “(II) Disposals of Wealth Management Products – (2) CCB Disposals” of this announcement
“First CCB Subscription”	the CCB Subscription on 15 January 2021 for the principal amount of RMB40 million as detailed in row no. 1 of the table in the section “(I) Subscriptions of Wealth Management Products – (2) CCB Subscriptions” of this announcement

“First CMB Disposal”	the CMB Disposal on 31 March 2021 for the amount of approximately RMB19.3 million as detailed in row no.1 of the table in the section “(II) Disposals of Wealth Management Products – (3) CMB Disposals” of this announcement
“First Shenzhen Xinhonglin/Changlian Disposal”	the Shenzhen Xinhonglin/Changlian Disposal on 26 April 2021 for the amount of approximately RMB20.4 million as detailed in row no. 1 of the table in the section “(II) Disposals of Wealth Management Products – (1) Shenzhen Xinhonglin/Changlian Disposals” of this announcement
“First Shenzhen Xinhonglin/Changlian Subscription”	the Shenzhen Xinhonglin/Changlian Subscription on 4 January 2021 for the principal amount of RMB20 million as detailed in row no. 1 of the table in the section “(I) Subscriptions of Wealth Management Products – (1) Shenzhen Xinhonglin/Changlian Subscriptions” of this announcement
“Fourth Shenzhen Xinhonglin/Changlian Subscriptions”	collectively, the two Shenzhen Xinhonglin/Changlian Subscriptions on 8 October 2021 and 21 October 2021 for the aggregate principal amount of RMB15 million as detailed in rows no. 5 to 6 of the table in the section “(I) Subscriptions of Wealth Management Products – (1) Shenzhen Xinhonglin/Changlian Subscriptions” of this announcement
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	Third party(ies) independent of the Company and its connected persons (as defined under the GEM Listing Rules)
“PRC”	the People’s Republic of China, which for the purpose of this announcement, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC, and Taiwan

“RMB”	Renminbi, the lawful currency of the PRC
“Second CCB Disposal”	the CCB Disposal on 23 July 2021 for the amount of approximately RMB24 million as detailed in row no. 2 of the table in the section “(II) Disposals of Wealth Management Products – (2) CCB Disposals” of this announcement
“Second CCB Subscription”	the CCB Subscription on 8 July 2021 for the principal amount of RMB24 million as detailed in row no. 2 of the table in the section “(I) Subscriptions of Wealth Management Products – (2) CCB Subscriptions” of this announcement
“Second Shenzhen Xinhonglin/Changlian Subscriptions”	collectively, the two Shenzhen Xinhonglin/Changlian Subscriptions on 1 February 2021 and 28 May 2021 for the aggregate principal amount of RMB20 million as detailed in rows no. 2 to 3 of the table in the section “(I) Subscriptions of Wealth Management Products – (1) Shenzhen Xinhonglin/Changlian Subscriptions” of this announcement
“Shareholders”	shareholders of the Company
“Shenzhen Changlian”	Shenzhen Changlian Yidai Investment Management Co., Ltd.* (深圳市暢聯易貸投資管理有限公司), a company incorporated under the laws of the PRC
“Shenzhen Changlian Wealth Management Products”	the wealth management products sold by Shenzhen Changlian and subscribed by the Group as set out in this announcement
“Shenzhen Xinhonglin”	Shenzhen Xinhonglin Asset Management Co., Ltd.* (深圳市新紅林資產管理有限公司), a company incorporated under the laws of the PRC

“Shenzhen Xinhonglin/Changlian Disposals”	collectively, the six disposals of the Shenzhen Xinhonglin Wealth Management Products and Shenzhen Changlian Wealth Management Products by the Group between 26 April 2021 and 31 December 2021 for the aggregate amount of approximately RMB71.2 million as detailed in the table in the section “(II) Disposals of Wealth Management Products – (1) Shenzhen Xinhonglin/Changlian Disposals” of this announcement, and each a “Shenzhen Xinhonglin/Changlian Disposal”
“Shenzhen Xinhonglin/Changlian Subscriptions”	collectively, the ten subscriptions of the Shenzhen Xinhonglin Wealth Management Products and Shenzhen Changlian Wealth Management Products by the Group between 4 January 2021 and 1 December 2021 for the aggregate principal amount of RMB105 million as detailed in the table in the section “(I) Subscriptions of Wealth Management Products – (1) Shenzhen Xinhonglin/Changlian Subscriptions” of this announcement, and each a “Shenzhen Xinhonglin/Changlian Subscription”
“Shenzhen Xinhonglin Wealth Management Products”	the wealth management products sold by Shenzhen Xinhonglin and subscribed by the Group
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscriptions”	collectively, the Shenzhen Xinhonglin/Changlian Subscriptions, CCB Subscriptions and CMB Subscriptions
“Third Shenzhen Xinhonglin/Changlian Subscriptions	the Shenzhen Xinhonglin/Changlian Subscription on 28 June 2021 for the principal amount of RMB15 million as detailed in row no. 4 of the table in the section “(I) Subscriptions of Wealth Management Products – (1) Shenzhen Xinhonglin/Changlian Subscriptions” of this announcement

“Wealth Management Products” collectively, the Shenzhen Xinhonglin Wealth Management Products, Shenzhen Changlian Wealth Management Products, CCB Wealth Management Product and CMB Wealth Management Products

“%” percent.

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

Hong Kong, 14 June 2022

As at the date of this announcement, the executive Directors are Mr. Zhang Junshen (Chairman and Chief Executive Officer), 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, 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 of the website of GEM at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the website of the Company at www.ziyygroup.com.