

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.



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)

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

This announcement is made by Ziyuanyuan Holdings Group Limited (the “**Company**”) pursuant to Rule 17.50(1) of the GEM Listing Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The existing articles of association of the Company (the “**Articles of Association**”) have not been amended since 2018. The Stock Exchange has amended the GEM Listing Rules, relating to, among others, the articles of association or equivalent constitutional documents of listed issuers under the new Appendix 3 to the GEM Listing Rules with effect from 1 January 2022, for which listed issuers are required to make necessary amendments to the constitutional documents by the second annual general meeting following 1 January 2022 to bring the constitutional documents to conformation. In order to (i) bring the Articles of Association in line with the relevant requirements of the GEM Listing Rules as well as the applicable laws of the Cayman Islands; and (ii) adopt house-keeping improvements and amendments in line with the aforesaid proposed amendments, the directors of the Company (the “**Director(s)**”) propose to seek the approval of the shareholders of the Company (the “**Shareholder(s)**”) by way of special resolutions for the amendments to the existing Articles of Association and the adoption of the new Articles of Association (the “**New Articles of Association**”).

The major changes brought about by the proposed amendments (the “**Proposed Amendments**”) to the existing Articles of Associations are summarised as follows:

1. to include or update certain defined terms to align with the applicable laws of Cayman Islands and the GEM Listing Rules, including “Clearing House”, “Close Associate(s)”, “Companies Act”, “electronic communication”, “Secretary” and to update relevant provisions in the New Articles of Association in this regard correspondingly;
2. to clarify that expressions referring to writing or printing includes writing, printing, lithography, photography, typewriting and every other mode of representing words or figures in a legible and non-transitory form, and including where the representation takes the form of electronic display, provided that the same is available for download onto a user’s computer or for printing through conventional small office equipment or is placed on the Company’s website and, in each case, the Shareholder concerned (where the relevant provision of the New Articles of Association require the delivery or service of any document or notice on him in his capacity as Shareholder) has elected for the receipt of the relevant download or notice through electronic means and both the mode of service of the relevant document or notice and the Shareholder’s election comply with all applicable laws and regulations and the requirements of the stock exchange of the Relevant Territory (as defined in the New Articles of Association);
3. to clarify that a resolution shall be an Ordinary Resolution when it has been passed by a simple majority of the votes cast by such Shareholders as, being entitled so to do, vote in person or by proxy or, in the case of any Shareholder being a corporation, by its duly authorised representative at a general meeting of which notice has been duly given;
4. to exclude the application of Section 8 and Section 19 of the Electronic Transactions Act of the Cayman Islands, as amended from time to time, to the extent it imposes obligations or requirements in addition to those set out in the New Articles of Association;
5. to remove the provision that where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price and if purchases are by tender, tenders shall be available to all Shareholders alike;
6. to provide for the power to extend the book closure period from 30-day period to a further period or periods not exceeding 30 days in respect of any year if approved by the Shareholders by Ordinary Resolution;

7. to provide that for so long as any shares are listed on the Stock Exchange, titles to such listed shares may be evidenced and transferred in accordance with the laws applicable to such listed shares and the GEM Listing Rules. The register of members of the Company in respect of its listed shares (whether the principal or a branch register) may be kept by recording the particulars required by Section 40 of the Companies Act in a form otherwise than legible if such recording otherwise complies with the laws applicable to and the GEM Listing Rules that are or shall be applicable to such listed shares;
8. to provide that in relation to convening a general meeting:
 - (a) an annual general meeting must be held within six (6) months after the end of the Company's financial year (or such longer period as may be permitted by the Stock Exchange);
 - (b) subject to the GEM Listing Rules, extraordinary general meetings shall also be convened on the requisition of one or more Shareholders holding, at the date of deposit of the requisition, not less than one tenth of the paid up capital of the Company having the right of voting at general meetings, on a one vote per share basis;
 - (c) such requisition shall be made in writing to the Board or the Secretary for the purpose of requiring an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition; and
 - (d) that, in relation to calling of a meeting by shorter notice than is specified in the New Articles of Association, in the case of any other meeting, it may be so agreed by a majority in number of the Shareholders having a right to attend and vote at the meeting, being a majority representing not less than 95% of the total voting rights at the meeting of all members of the Company;
9. to clarify that the granting of any mandate or authority to the Directors to offer, allot, grant options over or otherwise dispose of the unissued shares in the capital of the Company representing not more than 20 per cent in nominal value of its existing issued share capital and the granting of any mandate or authority to the Directors to repurchase securities of the Company shall be deemed special business at an annual general meeting;

10. to allow, for quorum purposes only, two persons appointed by the Clearing House as authorised representative or proxy to form a quorum for a general meeting of the Company for all purposes;
11. to clarify that at any general meeting a resolution put to the vote of the meeting shall be decided by poll save that the chairman of the meeting may, in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted by a show of hands. For this purpose, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Shareholders; and (ii) relate to the chairman's duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Shareholders a reasonable opportunity to express their views;
12. to clarify that a demand by a person as proxy for a Shareholder or in the case of a Shareholder being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Shareholder;
13. to allow all Shareholders the right to (i) speak at a general meeting; and (ii) vote at a general meeting except where a Shareholder is required, by the GEM Listing Rules, to abstain from voting to approve the matter under consideration;
14. to clarify that, in relation to an instrument of proxy signed pursuant to a power of attorney or other authority (if any), a certified copy of that power or authority under which it was signed, shall have been deposited at such place or one of such places (if any) as is specified in the notice of meeting and to remove the requirement for a notarially certified copy for that power or authority be deposited;
15. to clarify that where a Shareholder is a Clearing House, a person authorised the Clearing House shall be entitled to exercise the same rights and powers on behalf of the Clearing House (or its nominee(s)) which he represents as that Clearing House (or its nominee(s)) could exercise as if such person were an individual Shareholder, including the right speak and to vote and, where a show of hands is allowed, the right to vote individually on a show of hands;

16. to update the provisions regarding restrictions on loans to directors and to clarify that the Company shall not make any loan, directly or indirectly, to a Director or his Close Associate(s) if and to the extent it would be prohibited by the Companies Ordinance (Chapter 622 of the laws of Hong Kong) as if the Company were a company incorporated in Hong Kong;
17. to clarify that a retiring Director shall be eligible for re-election and shall continue to act as a Director throughout the meeting at which he retires;
18. to clarify that any Director appointed by the Board to fill a casual vacancy or as an addition to the existing Board shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for reelection;
19. to clarify that the Company shall at each annual general meeting by Ordinary Resolution appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting and the remuneration of the Auditors shall be fixed by an Ordinary Resolution passed at a general meeting or in such manner as the Shareholders may by Ordinary Resolution determine;
20. to allow the remuneration of any Auditors appointed to fill any casual vacancy to be fixed by the Board. An Auditor appointed by the Board to fill any casual vacancy shall hold office until the first annual general meeting of the Company after his appointment and shall then be subject to appointment by the Shareholders at annual general meeting at such remuneration to be determined by the Shareholders at the annual general meeting;
21. to allow the removal of auditors by Ordinary Resolution;
22. to clarify that the Directors, managing directors, alternate Directors, Auditors, Secretary and other officers of the Company at any time, whether at present or in the past and the trustees (if any) for the time being acting or who have acted in relation to any of the affairs of the Company, shall be indemnified and secured harmless out of the assets of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them, shall or may incur or sustain by reason of any act done, concurred in or omitted in or about the execution of their duty or supposed duty in their respective offices or trusts; and

23. to clarify that unless otherwise determined by the Directors, the financial year end of the Company shall be 31st day of December in each year.

Other housekeeping amendments to the Articles of Association are also proposed, including making consequential amendments in connection with the above amendments to the Articles of Association and for clarity and consistency with the other provisions of the Articles of Association where it is considered desirable and to better align the wording with those of the GEM Listing Rules and the applicable laws of the Cayman Islands.

The Chinese version of the Proposed Amendments is a translation for reference only. In case of any discrepancy or inconsistency between the English version and the Chinese version, the English version shall prevail.

The Proposed Amendments to the Articles of Association and adoption of the New Articles of Association incorporating such amendments are subject to the approval of the Shareholders by way of a special resolution to be proposed at the forthcoming annual general meeting. A circular containing, among other things, particulars relating to the Proposed Amendments to the Articles of Association together with a notice convening the annual general meeting will be despatched to the shareholders of the Company together with the annual report for the year ended 31 December 2022 in due course.

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

Hong Kong, 26 April 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.