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## **ZIYUANYUAN HOLDINGS GROUP LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 8223)**

### **(1) POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 2 JUNE 2023; AND (2) AMENDMENTS TO ARTICLES OF ASSOCIATION**

The Board is pleased to announce that all the resolutions as set out in the Notice of AGM were duly passed by way of poll at the AGM held on Friday, 2 June 2023.

The Board also announces that the second amended and restated Articles of Association was adopted at the conclusion of the AGM.

References are made to (1) the notice (the “**Notice of AGM**”) of the annual general meeting (the “**AGM**”) of Ziyuanyuan Holdings Group Limited (the “**Company**”) dated 28 April 2023; (2) circular (the “**Circular**”) of the Company dated 28 April 2023; and (3) announcement of the Company dated 26 April 2023. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

### **POLL RESULTS OF THE AGM**

The Board is pleased to announce that the AGM was held at 14/F, Fairmont House, 8 Cotton Tree Drive, Central, Hong Kong on Friday, 2 June 2023 at 4:00 p.m. and all the resolutions as set out in the Notice of AGM were duly passed by the Shareholders by way of poll at the AGM. All Directors attended the AGM in person.

As at the date of the AGM, a total of 400,000,000 Shares were in issue, which entitled the holders thereof (the “**Shareholders**”) to attend and vote for or against the resolutions proposed at the AGM. There is no restriction on any Shareholders casting votes on any of the resolutions at the AGM. None of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the AGM.

The Company’s branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, was appointed as the scrutineer for the purpose of vote-taking at the AGM.

To the best of the Directors' knowledge, belief and information, no Shareholder had a material interest in the resolutions at the AGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of any resolution at the AGM as set out in Rule 17.47A of the GEM Listing Rules and there were no Shares requiring the Shareholders to abstain from voting at the AGM under the GEM Listing Rules. No Shareholder had indicated in the Circular that he/she/it intended to vote against or to abstain from voting on any resolution at the AGM.

The poll results in respect of each of the resolutions were as follows:

Ordinary Resolutions		Number of votes (%)	
		For	Against
1.	To receive and adopt the audited consolidated financial statements and its subsidiaries and the reports of the directors (the “ <b>Director</b> ”) of the Company and auditor of the Company for the year ended 31 December 2022.	332,400,000 (100%)	0 (0%)
2.	(a) To re-elect Mr. Wong Kwok San as an executive Director;	332,400,000 (100%)	0 (0%)
	(b) To re-elect Mr. Lyu Di as a non-executive Director; and	332,400,000 (100%)	0 (0%)
	(c) To re-elect Mr. Chan Chi Fung Leo as an independent non-executive Director.	332,400,000 (100%)	0 (0%)
3.	To authorise the board of Directors of the Company to fix the respective remuneration of the Directors.	332,400,000 (100%)	0 (0%)
4.	To re-appoint BDO Limited as the auditor of the Company and to authorise the board of Directors to fix its remuneration.	332,400,000 (100%)	0 (0%)
5.	To grant a general mandate to the Directors to allot, issue and deal with the Company's shares.	332,400,000 (100%)	0 (0%)
6.	To grant a general mandate to the Directors to repurchase the Company's shares.	332,400,000 (100%)	0 (0%)
7.	To add the total number of shares repurchased by the Company under repurchase mandate granted under resolution numbered 6 to the issue mandate granted to the Directors under resolution numbered 5.	332,400,000 (100%)	0 (0%)
8.	To declare a final dividend of HK2.5 cents per share of the Company for the year ended 31 December 2022.	332,400,000 (100%)	0 (0%)
<b>Special Resolution</b>			
9.	To approve and adopt the second amended and restated articles of association of the Company.	332,400,000 (100%)	0 (0%)

As more than 50% of the votes were cast in favour of each of the ordinary resolutions above, the resolutions no. 1 to 8 were duly passed as ordinary resolutions of the Company by way of poll at the AGM.

As more than 75% of the votes were cast in favour of the special resolution above, the resolution no. 9 was duly passed as special resolution of the Company by way of poll at the AGM.

## **AMENDMENTS TO THE ARTICLES OF ASSOCIATION**

The Board hereby announces that, since resolution no. 9 has been duly passed as a special resolution at the AGM, the second amended and restated Articles of Association was adopted and will take effect from 2 June 2023. For details of the amendments to the Company's Articles of Association, please refer to Appendix III to the Circular. The full text of the second amended and restated Articles of Association is available on the websites of the Stock Exchange of Hong Kong Limited (<http://www.hkexnews.hk>) and the Company ([www.ziyygroup.com](http://www.ziyygroup.com)).

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

Hong Kong, 2 June 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](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).*