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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)**

**SUPPLEMENTAL AGREEMENT TO  
DISCLOSEABLE TRANSACTION IN RELATION TO  
ACQUISITION OF THE ENTIRE EQUITY  
INTERESTS IN THE TARGET COMPANY**

References are made to the announcements dated 29 December 2022 and 4 January 2023 of Ziyuanyuan Holdings Group Limited (the “**Company**”) (the “**Announcements**”), in relation to, among others, the Acquisition, the Equity Transfer Agreement and the transactions contemplated thereunder. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

**THE SUPPLEMENTAL AGREEMENT**

On 30 June 2023, a supplemental agreement to the Equity Transfer Agreement (the “**Supplemental Agreement**”) was entered into between the Vendor and the Purchaser, pursuant to which the parties to the Equity Transfer Agreement have mutually agreed in writing to extend the long stop date of the Equity Transfer Agreement to 31 December 2023, as additional time is required for the Vendor to fulfill the remaining conditions precedent under the Equity Transfer Agreement.

The terms of the Supplemental Agreement were arrived at after arm’s length negotiations among the Vendor and the Purchaser, and the Directors consider that the terms of the Supplemental Agreement are fair and reasonable and in the interest of the Company and the Shareholders as a whole.

Save as disclosed above, all other terms and conditions of the Equity Transfer Agreement shall remain unchanged and continue in full force and effect in all respects.

**As the Completion is subject to the fulfilment and/or waiver of the conditions set out in the Equity Transfer Agreement, the Acquisition may or may not proceed. Shareholders and potential investors of the Company 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 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).*