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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)

COMPLETION OF SUBSCRIPTIONS OF NEW SHARES UNDER GENERAL MANDATE

Reference is made to the announcement of Ziyuanyuan Holdings Group Limited (the “**Company**”) dated 29 December 2023 (the “**Announcement**”) in relation to the Subscriptions. Unless otherwise specified, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

Completion of the Subscriptions

The Company is pleased to announce that all the conditions set out in the Subscription Agreements have been fulfilled, and completion of the Subscriptions (the “**Completion**”) took place on 12 January 2024 in accordance with the terms and conditions of the Subscription Agreements. An aggregate of 30,000,000 Subscription Shares, representing 7.50% of the entire issued share capital of the Company immediately before Completion and approximately 6.98% of the entire issued share capital of the Company as enlarged by the issue of all the Subscription Shares, have been allotted and issued to the Subscribers, namely 15,000,000 Subscription Shares to Subscriber A and 15,000,000 Subscription Shares to Subscriber B respectively.

The net proceeds from the Subscriptions (after deduction of expenses of the Subscriptions) are estimated to be approximately HK\$43.5 million. The Company intends to apply the net proceeds of the Subscriptions for the working capital to develop the finance leasing business and the trading of medical equipment and consumables business of the Group.

Effect on the shareholding structure of the Company

Immediately before the completion of the Subscriptions, the Company had 400,000,000 Shares in issue. Upon Completion, there are 430,000,000 Shares in issue.

The shareholding structure of the Company (i) immediately before Completion; and (ii) immediately upon Completion are set out below:

Name of Shareholder	Immediately before Completion		Immediately upon Completion	
	No. of Shares	Approx. %	No. of Shares	Approx. %
Substantial Shareholders				
Hero Global Limited (“ Hero Global ”) (Note 1)	219,801,980	54.95	219,801,980	51.12
Icon Global Holding Limited (“ Icon Global ”) (Note 2)	80,198,020	20.05	80,198,020	18.65
Public Shareholders				
Subscriber A	–	–	15,000,000	3.49
Subscriber B	–	–	15,000,000	3.49
Other Shareholders	100,000,000	25.00	100,000,000	23.25
Total	<u>400,000,000</u>	<u>100.00</u>	<u>430,000,000</u>	<u>100.00</u>

Notes:

- (1) The entire issued share capital of Hero Global is beneficially owned by Mr. Zhang Junshen (“**Mr. JS Zhang**”), being an executive Director. Mr. JS Zhang is deemed to be interested in 219,801,980 Shares held by Hero Global by virtue of the SFO.
- (2) The entire issued share capital of Icon Global is beneficially owned by Mr. Zhang Junwei (“**Mr. JW Zhang**”, together with Mr. JS Zhang, the “**Zhang Brothers**”), brother of Mr. JS Zhang. Mr. JW Zhang is deemed to be interested in 80,198,020 Shares held by Icon Global by virtue of the SFO.
- (3) The Zhang Brothers are parties acting in concert, as such each of Mr. JS Zhang and Mr. JW Zhang are deemed to be interested in the 219,801,980 Shares and 80,198,020 Shares beneficially owned by Hero Global and Icon Global respectively by virtue of the SFO.

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

Hong Kong, 12 January 2024

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.

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