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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)

CHANGE OF EXECUTIVE DIRECTOR

AND

CHANGE OF COMPOSITION OF BOARD COMMITTEES

STEPPING DOWN OF EXECUTIVE DIRECTOR

The Board (the “**Board**”) of directors (the “**Directors**”) of Ziyuanyuan Holdings Group Limited (the “**Company**”) together with its subsidiaries (collectively the “**Group**”) hereby announces that Mr. Wong Kwok San (“**Mr. Wong**”) has stepped down from his positions as an executive Director of the Company with effect from 19 June 2024 as he needs to devote more time to his other business engagements. Mr. Wong will however continue to serve the Group in his capacity as authorised representative, joint chief financial officer, joint company secretary and a director of certain of our subsidiaries in Hong Kong.

Mr. Wong has confirmed that he has no disagreement with the Board and there are no other matters in relation to his resignation that needs to be brought to the attention of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or the shareholders of the Company.

The Board would like to take this opportunity to thank Mr. Wong for his contributions to the Company during his tenure of office as executive Director.

APPOINTMENT OF EXECUTIVE DIRECTOR

The Board is pleased to announce the appointment of Mr. Tian Zhiwei (“**Mr. Tian**”) as an executive Director of the Company with effect from 19 June 2024.

The biographical details of Mr. Tian are set out as follows:

Mr. Tian, aged 33, has approximately 10 years of experience in the fields of investment, capital market financing and merger and acquisition. Prior to joining the Group, Mr. Tian was the founder and the chairman of Xiauju Lexing (Beijing) Technology Co., Ltd. since June 2019. From August 2016 to November 2018, Mr. Tian worked for Beijing Zhongzhi Fund Sales Co., Ltd. as Senior Investment Advisor.

Mr. Tian has obtained a bachelor of Economics degree from Wuhan Technology and Business University in June 2014.

Mr. Tian has entered into a service agreement with the Company with effect from 19 June 2024 for a term of three years, he is subject to retirement by rotation in accordance with the articles of association of the Company and the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “GEM Listing Rules”). The service agreement can be terminated by either party by giving the other party three months’ written notice in advance or otherwise in accordance with the terms of the service agreement. Mr. Tian is entitled to an annual salary of HK\$600,000, which has been determined by the Board with reference to his duties, responsibilities and experience, and the prevailing market conditions.

As at the date of this announcement, Mr. Tian is interested in 15,000,000 shares of the Company. Save as disclosed above, Mr. Tian (i) does not hold any other position with the Company or its subsidiaries; (ii) does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company; (iii) did not hold any other directorships in the last three years up to the date of this announcement in listed public companies in Hong Kong or overseas; and (iv) does not have other interest in shares, underlying shares or debentures of the Company or any associated corporations within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571, Laws of Hong Kong).

Save as disclosed above, there is no other matter concerning the appointment of Mr. Tian that is required to be brought to the attention of the shareholders of the Company, nor is there other information that is required to be disclosed pursuant to the requirements of Rule 17.50(2)(h) to 17.50(2)(v) of the GEM Listing Rules.

The Board wishes to express its warmest welcome to Mr. Tian for joining the Board.

CHANGE OF COMPOSITION OF BOARD COMMITTEE

The Board hereby announces that with effect from 19 June 2024:

- (i) Following the stepping down of Mr. Wong as an executive Director of the Company, Mr. Wong ceased to be the member of the remuneration committee of the Company; and
- (ii) Mr. Tian has been appointed as the member of the remuneration committee of the Company.

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

Hong Kong, 19 June 2024

As at the date of this announcement, the executive Directors are Mr. Zhang Junshen (Chairman and Chief Executive Officer) and Mr. Tian Zhiwei, 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.