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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 9 March 2026 (the "**Announcement**") in relation to the Subscriptions. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

Extension of Completion Date for Subscription

The Conditions of the Subscription Agreements have been fulfilled on 1 April 2026. As disclosed in the Announcement, Completion shall take place on a date within two (2) Business Days after the fulfillment of the Conditions.

As additional time was required by the Subscribers to arrange settlement of the consideration, the Company and the Subscribers entered into supplemental agreements to extend the Completion Date from 1 April 2026 to 17 April 2026 (or such later date as may be agreed in writing between the parties). Save as disclosed above, all terms and conditions of the Subscription Agreements (as supplemented) remain unchanged and shall continue in full force and effect.

Completion of the Subscriptions

The Board is pleased to announce that the conditions set out in the Subscription Agreements have been fulfilled, and completion of the Subscriptions (the "**Completion**") took place on 16 April 2026 in accordance with the terms and conditions of the Subscription Agreements. An aggregate of 86,000,000 Subscription Shares, representing 20.00% of the entire issued share capital of the Company immediately before Completion and approximately 16.67% 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.

The net proceeds from the Subscriptions (after deduction of expenses of the Subscriptions) are estimated to be approximately HK$42.5 million. The Company intends to apply the net proceeds of the Subscriptions as working capital of the Group, of which approximately 20% will be used to cover the Group's ongoing administrative and operating expenses and approximately 80% will be used for the purchase of trading goods for the Group's medical equipment and consumables trading business.

Effects on shareholding structure of the Company

Immediately before the completion of the Subscriptions, the Company had 430,000,000 Shares in issue. Upon Completion, there are 516,000,000 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	51.12	219,801,980	42.60
Icon Global Holding Limited ("**Icon Global**") *(Note 2)*	27,198,020	6.33	27,198,020	5.27
Public Shareholders				
The Subscribers	–	–	86,000,000	16.67
Other Shareholders	183,000,000	42.55	183,000,000	35.46
Total	430,000,000	100.00	516,000,000	100.00

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 27,198,020 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 27,198,020 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, 16 April 2026

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 Ms. Li Xinpei, the independent non-executive Directors are Mr. Chan Chi Fung Leo, Dr. Deng Bin and Mr. Hu Tao.

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.