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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)

VOLUNTARY ANNOUNCEMENT

UPDATE ON THE WINDING-UP PETITION

Reference is made to the announcement (the "**Announcement**") of Ziyuanyuan Holdings Group Limited (the "**Company**") dated 7 May 2026 in relation to the Petition. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.

As disclosed in the Announcement, following the receipt of the Petition, the Company has proactively engaged in discussions with the Petitioner in order to resolve the dispute amicably. The Company would like to provide the update development regarding the settlement arrangement between the Company and the Petitioner. Pending the preparation of the settlement agreement by the Petitioner's legal adviser, the Company and the Petitioner will enter into a settlement agreement pursuant to which the Company will repay the debt in full and the Petitioner will withdraw the Petition immediately thereafter.

Pursuant to section 182 of the Companies Winding Up Ordinance, any disposition of the property of the Company, including things in action, and any transfer of shares, or alteration in the status of the members of the Company, after the commencement date of the winding up, namely the date of the presentation of the Petition (i.e. 29 April 2026), will be void as a matter of Hong Kong law unless a validation order is obtained from the High Court. Any disposition made on or after 29 April 2026 will not be affected if the Petition is subsequently withdrawn, struck out, dismissed or permanently stayed. The Company anticipates that it will enter into a settlement agreement with the Petitioner shortly, and the Petition will be withdrawn by the Petitioner within a short period of time. As the application for the validation order would take significantly longer to process than the expected withdrawal of the Petition, the Company does not consider it appropriate to apply to the High Court for a validation order at this stage.

The Company will make further announcement to keep its shareholders and investors informed of any significant developments in relation to the Petition as appropriate or as required under the GEM Listing Rules.

As at the date of this announcement, no binding agreement in respect of the settlement has been executed. Shareholders and potential investors should exercise caution when dealing in the shares of the Company.

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

Hong Kong, 21 May 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.