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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

ENTERING INTO OF THE COOPERATION FRAMEWORK AGREEMENT

This announcement is made by Ziyuanyuan Holdings Group Limited (the "Company" , together with its subsidiaries, the "Group") on a voluntary basis to inform the shareholders and potential investors of the Company of the latest business development of the Group.

The board of directors ((the "**Board**")) of the Company is pleased to announce that on 23 October 2026, Ziyuanyuan Holdings Group Limited, a subsidiary of the Company, and Shenzhen Shenshu Holdings Company Limited ("Shenshu Holdings") entered into a cooperation framework agreement (the "Framework Agreement") in respect of cooperation in the areas of token digital trading, the upstream and downstream industries of AI medical computing power, and AI energy.

THE COOPERATION FRAMEWORK AGREEMENT

Pursuant to the Cooperation Framework Agreement, the parties intend to carry out cooperation in the following three directions:

- (1) Token digital trading: trading in AI tokens and related digital assets;
- (2) The upstream and downstream industries of AI medical computing power: the construction and operation of AI medical computing power infrastructure, computing power and model services, and related applications and solutions;
- (3) AI energy: integrated energy services for intelligent computing centres and data centres, and the application of AI technology in energy management and operation and maintenance.

The parties also intend to jointly invest in the establishment of a joint venture company as the platform for the above cooperation. The specific cooperation projects and arrangements shall be subject to those separately confirmed in writing by the parties.

The capital contribution, shareholding, governance and other specific arrangements in respect of the joint venture company are subject to further negotiation between the parties and will be determined by a formal agreement to be entered into separately by the parties. The Framework Agreement is a framework and indicative document and, save for the provisions relating to confidentiality, liability for breach and dispute resolution, does not constitute a legally binding commitment on the part of the parties in respect of the establishment of the joint venture company or the specific business cooperation.

INFORMATION ON THE PARTIES

The Company is a limited liability company incorporated in the Cayman Islands. The Group is principally engaged in the trading of medical devices and consumables, finance leasing of medical devices, postpartum care services and information technology services.

Shenshu Holdings is a limited liability company established in Shenzhen, the People's Republic of China and a holding group focusing on the computing power industry. With 'computing power is productivity' as its core of development, and through 'data centres as the core hub, servers as the carriers of computing power, software systems as the operation and maintenance tools, and industry solutions as the value outlet', it focuses on four business segments and has built a full-chain layout in the computing power sector.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Shensu Holdings and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**")).

REASONS FOR AND BENEFITS OF ENTERING INTO THE COOPERATION FRAMEWORK AGREEMENT

The Board considers that entering into the Framework Agreement will enable the Group to combine its advantages in industrial resources, capital operation and business scenario integration with Shenshu Holdings' technical capabilities in artificial intelligence computing power scheduling, and AI algorithms and system integration, so as to jointly explore business opportunities in the fields of AI medical computing power and AI energy, thereby broadening the Group's business foundation and sources of revenue. The Framework Agreement was entered into by the parties on a fair and equitable basis after fair negotiations, and the Board considers that the terms thereof are fair and reasonable and that entering into the Framework Agreement is in the interests of the Company and its shareholders as a whole.

GENERAL INFORMATION

The Framework Agreement only sets out a framework arrangement for the cooperation between the parties. Entering into the Framework Agreement does not involve any consideration and does not stipulate any specific capital contribution or timetable. As at the date of this announcement, the Company has not made any capital commitment in respect of the establishment of the joint venture company, and entering into the Framework Agreement will not have any immediate material impact on the financial position of the Group.

The business to be carried out under the Framework Agreement is subject to compliance with applicable laws, regulations and regulatory requirements, including the obtaining of the requisite licences, registrations, filings

or qualifications. If the relevant business requires the approval of a regulatory authority or the satisfaction of other conditions, the Company will make further announcement(s) as soon as practicable.

The establishment of the joint venture company and the transactions contemplated under the Framework Agreement (if materialised) may constitute a discloseable transaction under Chapter 19 of the GEM Listing Rules, and the Company will comply with the requirements of the GEM Listing Rules in this regard when the terms of the relevant transactions are determined. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the transactions contemplated under the Framework Agreement do not constitute a connected transaction of the Company (as defined in Chapter 20 of the GEM Listing Rules).

Shareholders and potential investors of the Company are advised to 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, 23 October 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 Directors is Ms. Li Xinpei, the independent non-executive Directors are Dr. Deng Bin and Mr. Hu Tao and Mr. Yang Kun.

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.