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*Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the prospectus dated 25 June 2018 (the “**Prospectus**”) of Ziyuanyuan Holdings Group Limited (the “**Company**”).*

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Prospective investors should read the Prospectus carefully for detailed information about the Company and the Share Offer described below before deciding whether or not to invest in the Offer Shares thereby being offered.

*This announcement is not for release, publication, distribution, directly or indirectly, in or into the United States (including its territories and possessions, any state of the United States and the District of Columbia). This announcement does not constitute or form a part of any offer or solicitation to purchase or subscribe for securities of the Company in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended from time to time (the “**U.S. Securities Act**”). The securities may not be offered or sold in the United States except pursuant to registration or an exemption from the registration requirements of the U.S. Securities Act. There will be no public offer of securities in the United States.*

Potential investors of the Offer Shares should note that the Sole Bookrunner (for itself and on behalf of the Underwriters) is entitled, in its absolute discretion, to terminate the Underwriting Agreements by giving notice to the Company upon the occurrence of any of the events set forth in the section headed “Underwriting — Underwriting arrangements and expenses — Public Offer — Grounds for termination of the Public Offer Underwriting Agreement” in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date which is expected to be Monday, 9 July 2018.



ZIYUANYUAN HOLDINGS GROUP LIMITED

紫元元控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

**LISTING ON GEM
OF THE STOCK EXCHANGE OF HONG KONG LIMITED
BY WAY OF SHARE OFFER**

Number of Offer Shares : 100,000,000 Shares

**Number of Public Offer Shares : 10,000,000 Shares (subject to
reallocation)**

**Number of Placing Shares : 90,000,000 Shares (subject to
reallocation)**

**Offer Price : Not more than HK\$1.00 per Share
and expected to be not less than
HK\$0.60 per Share, plus brokerage
of 1.0%, the SFC transaction levy
of 0.0027% and the Stock Exchange
trading fee of 0.005% (payable in
full on application in Hong Kong
dollars and subject to refund)**

Nominal value : HK\$0.10 per Share

Stock code : 8223

Sole Sponsor



Sole Bookrunner



Joint Lead Managers



Application has been made by the Company to the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued pursuant to the Share Offer and the Capitalisation Issue as described in the Prospectus. Assuming the Share Offer becomes unconditional at or before 8:00 a.m. in Hong Kong on Monday, 9 July 2018, it is expected that dealings in the Shares on the Stock Exchange will commence at 9:00 a.m. on Monday, 9 July 2018.

The Share Offer comprises the Public Offer of initially 10,000,000 Public Offer Shares, representing 10% of the total number of Offer Shares made available under the Share Offer (subject to reallocation), and the Placing of initially 90,000,000 Placing Shares, representing 90% of the total number of Offer Shares under the Share Offer (subject to reallocation). The allocation of the Offer Shares between the Public Offer and the Placing is subject to adjustment as stated in the section headed “Structure and Conditions of the Share Offer — Basis of Allocation of the Offer Shares” in the Prospectus. In particular, the Sole Bookrunner (for itself and on behalf of the Underwriters) may reallocate Offer Shares from the Placing to the Public Offer to satisfy valid applications under the Public Offer. In accordance with Guidance Letter HKEx-GL91-18 issued by the Stock Exchange, if such reallocation is done other than pursuant to Practice Note 6 of the GEM Listing Rules, the maximum total number of Offer Shares that may be reallocated to the Public Offer following such reallocation shall be not more than double the initial allocation to the Public Offer (i.e. 20,000,000 Offer Shares).

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions set out in the Prospectus and the Application Forms. Applicants who would like the Public Offer Shares to be issued in their own names should complete and sign the **WHITE** Application Forms. Applicants who would like the Public Offer Shares to be registered in the name of HKSCC Nominees Limited and deposited directly into CCASS for credit to their CCASS Investor Participant stock accounts or their designated CCASS Participant’s stock accounts maintained with CCASS should either (i) complete and sign the **YELLOW** Application Forms or (ii) give **electronic application instructions** to HKSCC via CCASS.

Printed copies of the Prospectus, together with the **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 25 June 2018 until 12:00 noon on Thursday, 28 June 2018 at:

(a) the following office of the Public Offer Underwriters:

Guoyuan Capital (Hong Kong) Limited

22/F, CCB Tower
3 Connaught Road Central
Central, Hong Kong

Future Land Resources Securities Limited

Flat B, 20/F, Guangdong Investment Tower
148 Connaught Road Central
Sheung Wan, Hong Kong

(b) any of the following branches of Industrial and Commercial Bank of China (Asia) Limited, the receiving bank for the Public Offer:

District	Branch Name	Address
Hong Kong Island	Queen's Road Central Branch	Basement, Ground Floor and First Floor of 122 QRC, Nos.122-126 Queen's Road Central, Hong Kong
	Quarry Bay Branch	Shop SLG1, Sub-Lower Ground Floor, Westlands Gardens, Nos.2-12, Westlands Road, Quarry Bay, Hong Kong
Kowloon	Jordan Branch	1/F, JD Mall, No.233 Nathan Road, Jordan, Kowloon
	Lai Chi Kok Branch	Shop G06, G/F, Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road, Lai Chi Kok, Kowloon
New Territories	Yuen Long Branch	G/F, 197-199 Castle Peak Road, Yuen Long, New Territories
	Tai Wo Branch	Shop 216, 2/F, Tai Wo Plaza, Tai Wo Estate, Tai Po, New Territories

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Monday, 25 June 2018 until 12:00 noon on Thursday, 28 June 2018 from the Depository Counter of HKSCC at 1/F, One & Two Exchange Square, 8 Connaught Place, Central, Hong Kong; or your stockbroker who may have **YELLOW** Application Forms and the Prospectus available.

Your completed **WHITE** or **YELLOW** Application Form, together with a cheque or a banker's cashier order attached and marked payable to "ICBC (Asia) Nominee Limited — ZIYUANYUAN Public Offer" for the payment, should be deposited in the special collection boxes provided at any of the branches of the receiving bank listed above, at the following dates and times:

Monday, 25 June 2018 — 9:00 a.m. to 5:00 p.m.
Tuesday, 26 June 2018 — 9:00 a.m. to 5:00 p.m.
Wednesday, 27 June 2018 — 9:00 a.m. to 5:00 p.m.
Thursday, 28 June 2018 — 9:00 a.m. to 12:00 noon

The application lists will be open from 11:45 a.m. to 12:00 noon on Thursday, 28 June 2018, the last application day or such later time as described in the section headed "How to Apply for Public Offer Shares — 9. Effect of bad weather on the opening of the application lists" of the Prospectus.

CCASS Participants can input electronic application instructions from 9:00 a.m. on Monday, 25 June 2018 until 12:00 noon on Thursday, 28 June 2018. The latest time for inputting your electronic application instructions will be 12:00 noon on Thursday, 28 June 2018, the last application day or such later time as described in the section headed "How to Apply for Public Offer Shares — 9. Effect of bad weather on the opening of the application lists" of the Prospectus.

If you are not a CCASS Investor Participant, you may instruct your broker or custodian who is a CCASS Clearing Participant or a CCASS Custodian Participant to give electronic application instructions via CCASS terminals to apply for the Public Offer Shares on your behalf.

You will be deemed to have authorised HKSCC and/or HKSCC Nominees to transfer the details of your application to the Company, the Sole Sponsor, the Sole Bookrunner, the Joint Lead Managers and the Hong Kong Branch Share Registrar.

Please refer to the sections headed "Structure and Conditions of the Share Offer" and "How to Apply for Public Offer Shares" in the Prospectus for details of the conditions and procedures of the Public Offer.

The Offer Price will not be more than HK\$1.00 per Offer Share and is expected to be not less than HK\$0.60 per Offer Share unless otherwise announced. Applicants for Public Offer Shares under the Public Offer are required to pay in full, on application, the maximum Offer Price of HK\$1.00 per Offer Share (plus brokerage fee of 1%, SFC transaction levy of 0.0027% and Stock Exchange trading fee of 0.005%) and subject to refund. If the Offer Price as finally determined is lower than the maximum Offer Price of HK\$1.00 per Offer Share, appropriate refund payments (including the brokerage fee, SFC transaction levy and Stock Exchange trading fee attributable to the excess application monies) will be made to applicants, without interest. The Offer Price is expected to be fixed by the Price Determination Agreement between the Sole Bookrunner (for itself and on behalf of the Underwriters) and the Company on the Price Determination Date, which is expected to be on or about Thursday, 28 June 2018 or such later date as may be agreed between the Company and the Sole Bookrunner (for itself and on behalf of the Underwriters). If, for any reason, the Offer Price is not agreed between the Company and the Sole Bookrunner (for itself and on behalf of the Underwriters) on the Price Determination Date, the Share Offer will not become unconditional and will lapse.

Share certificates for the Offer Shares and Shares distributed pursuant to the Share Offer will only become valid documents of title when the Share Offer has become unconditional in all respects and the Underwriting Agreements have not been terminated in accordance with their terms prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be Monday, 9 July 2018. The Company will not issue any temporary document of title. No receipt will be issued for sums paid on application in respect of the Offer Shares.

Application for the Public Offer Shares will only be considered on the basis of the terms and conditions as stated in the Prospectus and the Application Forms. The Share Offer is conditional upon the fulfillment of the conditions set forth under the section headed “Structure and Conditions of the Share Offer — Conditions of the Share Offer” of the Prospectus.

The Offer Shares are fully underwritten by the Underwriters pursuant to the Underwriting Agreements. Prospective investors of the Offer Shares should note that the Sole Bookrunner (for itself and on behalf of the Underwriters) is entitled, in its sole and absolute discretion, to terminate the Underwriters’ obligations under the Underwriting Agreements by giving notice to the Company, upon the occurrence of any of the events set forth under the section headed “Underwriting — Underwriting arrangements and expenses — Public Offer — Grounds for termination of the Public Offer Underwriting Agreement” of the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date, which is expected to be Monday, 9 July 2018. In the event that the conditions of the Share Offer as mentioned therein are not

fulfilled or waived (as the case may be) on or before such dates and times, the Share Offer will lapse and all monies received will be refunded to the applicants of the Share Offer without interest and the Stock Exchange will be notified immediately. If the Share Offer does not become unconditional or the Underwriting Agreements are terminated in accordance with their terms, the Company will make an announcement as soon as possible on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.ziyygroup.com on the next business day following the date of such lapse.

Subject to the granting by the Stock Exchange of the listing of, and permission to deal in, the Shares on GEM and the Company's compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the date of commencement of dealings in the Shares on GEM or any other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second business day after any trading day.

All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements have been made for the Shares to be admitted into CCASS.

The announcement of the final Offer Price, level of indication of interest in the Placing, the level of applications in the Public Offer, the basis of allotment and the results of applications in the Public Offer will be published on the website of the Stock Exchange at www.hkexnews.hk and the Company's website at www.ziyygroup.com on Friday, 6 July 2018.

The results of allocations and the Hong Kong identity card/passport/Hong Kong business registration numbers of successful applicants (where applicable) under the Public Offer will be made available on Friday, 6 July 2018 in the manner described in the section headed "How to Apply for Public Offer Shares — 10. Publication of results" of the Prospectus.

No temporary document of title will be issued in respect of the Offer Shares. No receipt will be issued for sums paid on application. Share certificates will only become valid at 8:00 a.m. on Monday, 9 July 2018 provided that the Share Offer has become unconditional and the right of termination described in the section headed "Underwriting — Underwriting arrangements and expenses — Public Offer — Grounds for termination of the Public Offer Underwriting Agreement" in the Prospectus has not been exercised.

Assuming the Share Offer becomes unconditional at or before 8:00 a.m. (Hong Kong time) on Monday, 9 July 2018, dealings in the Shares on GEM are expected to commence at 9:00 a.m. (Hong Kong time) on Monday, 9 July 2018. The Shares will be traded in board lots of 4,000 Shares each. The stock code of the Shares is 8223.

By order of the Board
Ziyuanyuan Holdings Group Limited
Mr. ZHANG Junshen
Chairman

Hong Kong, 25 June 2018

As at the date of this announcement, the executive Directors are Mr. ZHANG Junshen and Mr. LIU Zhiyong; the non-executive Directors are Mr. ZHANG Junwei and Ms. SHEN Qingli; and the independent non-executive Directors are Mr. CHAN Chi Fung Leo, Mr. LI Zhensheng and Mr. CHOW Siu Hang.

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 and a copy of the Prospectus will remain on the Stock Exchange's website at www.hkexnews.hk, and in the case of the announcement, on the "Latest Company Announcements" page for 7 days from the day of its posting. This announcement and a copy of the Prospectus will also be published and remained on the Company's website at www.ziyygroup.com.