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TIAN YUAN HEALTHCARE

天元医疗

CHINA TIAN YUAN HEALTHCARE GROUP LIMITED

中國天元醫療集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 557)

PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

The board (the “**Board**”) of directors (the “**Directors**”) of China Tian Yuan Healthcare Group Limited (the “**Company**”) announces that to conform with the core shareholder protection standards set out in Appendix 3 (the “**Core Shareholder Protection Standards**”) to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) which took effect on 1 January 2022, the Board proposes to amend the current memorandum and articles of association of the Company and to make some house-keeping amendments (the “**Proposed Amendments**”). The Board also proposes to adopt the amended and restated memorandum and articles of association which consolidates the Proposed Amendments (the “**Amended and Restated Memorandum and Articles of association**”).

Details of the Proposed Amendments to the current memorandum and articles of association are set out as follows:

No.	Provisions in the Amended and Restated Memorandum of Association (showing changes to the current Memorandum of Association)
2	The Registered Office of the Company shall be <u>is situated</u> at the offices of Maples and Calder, P.O. Box 309, Grand Cayman, Cayman Islands, British West Indies or at such other place as the Directors may from time to time decide.

No.	Provisions in the Amended and Restated Memorandum of Association (showing changes to the current Memorandum of Association)
6	The share capital of the Company is HK\$2,720,615,042 divided into 2,720,615,042 shares of a nominal or par value of HK\$1.00 each with power for the Company insofar as is permitted by law, to redeem or purchase any of its shares and to increase or reduce the said capital subject to the provisions of the Companies Law (Cap.22) <u>Act (as revised)</u> and the Articles of Association and to issue any part of its capital, whether original, redeemed or increased with or without any preference, priority or special privilege or subject to any postponement of rights or to any conditions or restrictions and so that unless the conditions of issue shall otherwise expressly declare every issue of shares whether declared to be preference or otherwise shall be subject to the powers hereinbefore contained.
4	Except as prohibited or limited by the Companies Law (Cap. 22) <u>Act (as revised)</u> , the Company shall have full power and authority to carry out any object and shall have and be capable of from time to time and at all times exercising any and all of the powers at any time or from time to time exercisable by a natural person or body corporate in doing in any part of the world whether as principal, agent, contractor or otherwise whatever may be considered by it necessary for the attainment of its objects and whatever else may be considered by it as incidental or conducive thereto or consequential thereon, including, but without in any way restricting the generality of the foregoing, the power to do any of the following acts or things, ...
7	If the Company is registered as exempted, its operations will be carried on subject to the provisions of Section 190 of the Companies Law Cap. 22 <u>Act (as revised)</u> .
8	Subject to the Law <u>Act</u> , the Company may at any time and from time to time by special resolution alter or amend its Memorandum of Association in whole or in part.

Article No.	Provisions in the Amended and Restated Article of Association (showing changes to the current Article of Association)
1	The regulations contained in Table A in the First Schedule to the Companies Law Act shall not apply to the Company
2	<p>the Companies Law Act. the Law Act “the Companies Law Act” or “the Law Act” shall mean the Companies Law Act of the Cayman Islands and any amendments thereto or re-enactment thereof for the time being in force and includes every other law incorporated therewith or substituted therefor;</p> <p>special resolution “special resolution” shall have the same meaning as in the Law Act save that the required majority shall be 75% of the votes cast;</p> <p>Statutes “Statutes” shall mean the Companies Law Act and every other law of the Legislature of the Cayman Islands for the time being in force applying to or affecting the Company, its memorandum of association and/or these Articles;</p> <p>Words in Law Act to bear same meaning in Articles.</p> <p>Subject as aforesaid, any words defined in the Law Act shall, if not inconsistent with the subject and/or context, bear the same meanings in these Articles;</p>
7	The Company shall not give, whether directly or indirectly, and whether by means of a loan, guarantee, the provision of security or otherwise, any financial assistance for the purpose of or in connection with a purchase made or to be made by any persons of any shares in the Company except as allowed by the Companies Law Act and subject further to compliance with the rules of the Designated Stock Exchange and any other relevant regulatory authority
9(a)	Subject to the provisions of the Companies Law Act, the Company’s memorandum of association and these Articles and, where applicable, the rules of the Designated Stock Exchange and/or any competent regulatory authority, shares may be issued on the terms that they are, or at the option of the Company or the holder are, to be redeemed on such terms and in such manner, including out of capital, as the Directors may deem fit.
9(b)	Subject to the provisions of the Companies Law Act, the Company’s memorandum of association and these Articles and, where applicable, the rules of the Designated Stock Exchange and/or any competent regulatory authority, the Company may purchase its own shares, including any redeemable shares, provided that, to the extent required by the law, the manner of purchase has first been authorized by the Company by ordinary resolution and may make payment therefor in any manner authorised by the Law Act, including out of capital. Where the Company purchases for redemption a redeemable share, purchases not made through the market or by tender shall be limited to a maximum price as may from time to time be determined by the Company in general meeting, either generally or with regard to specific purchases. If purchases are by tender, tenders shall be available to all members alike.

Article No.	Provisions in the Amended and Restated Article of Association (showing changes to the current Article of Association)
11(a)	Subject to the Companies Law <u>Act</u> , these Articles, any direction that may be given by the Company in general meeting and, where applicable, the rules of the Designated Stock Exchange and without prejudice to any special rights or restrictions for the time being attached to any shares or any class of shares, the unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Board, which may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as the Board may in its absolute discretion determine but so that no shares shall be issued at a discount. Neither the Company nor the Board shall be obliged, when making or granting any allotment of, offer of, option over or disposal of shares, to make, or make available, any such allotment, offer, option or shares to members or others with registered addresses in any particular territory or territories being a territory or territories where, in the absence of a registration statement or other special formalities, this would or might, in the opinion of the Board, be unlawful or impracticable.
12	The Company may, unless prohibited by law, at any time pay a commission to any person for subscribing or agreeing to subscribe (whether absolutely or conditionally) for any shares in the Company or procuring or agreeing to procure subscriptions (whether absolute or conditional) for any shares in the Company, but so that the conditions and requirements of the Law <u>Act</u> shall be observed and complied with, and in each case the commission shall not exceed ten per cent of the price at which the shares are issued.
63(a) (iii)	sub-divide its shares or any of them into shares of smaller amount than is fixed by the Memorandum of Association, subject nevertheless to the provisions of the Law <u>Act</u> , and so that the resolution whereby any share is sub-divided may determine that, as between the holders of the shares resulting from such sub-division, one or more of the shares may have any such preferred or other special rights, over, or may have such deferred rights or be subject to any such restrictions as compared with the others as the Company has power to attach to unissued or new shares; and
63(b)	The Company may by special resolution reduce its share capital, any capital redemption reserve or any share premium account in any manner authorised and subject to any conditions prescribed by Law <u>Act</u> .
68(a)	The Directors shall cause a proper register to be kept, in accordance with the provisions of the Law <u>Act</u> , of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the Law <u>Act</u> in regard to the registration of mortgages and charges therein specified and otherwise.
70	The Company shall in each <u>financial</u> year from and including 1990 hold a general meeting as its annual general meeting in addition to any other meeting in that year and shall specify the meeting as such in the notices calling it; and not more than fifteen months shall elapse between the date of one annual general meeting of the Company and that of the next unless a longer period would not infringe the rules of the Designated Stock Exchange, if any. The annual general meeting shall be held <u>within six months after the end of the Company's financial year and</u> at such time and place as the Directors shall appoint.

Article No.	Provisions in the Amended and Restated Article of Association (showing changes to the current Article of Association)
72.	<p>The Directors may, whenever they think fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any two <u>one or more</u> members of the Company holding together, as at the date of deposit of the requisition, shares representing not less than 10% of the voting rights, on a one vote per share basis, of the Company which carry the right of voting at general meetings of the Company. The written requisition shall be deposited at the registered office specifying the objects of the meeting <u>and the resolutions to be added to the meeting agenda</u>, and signed by the requisitionists. and such <u>Such</u> meeting shall be held two (2) months after the deposit of such requisition, and if the Directors do not within twenty-one days from the date of deposit of the requisition proceed duly to convene the meeting, the requisitionists themselves may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Directors, and all reasonable expenses incurred by the requisitionists as a result of the failure of the Directors shall be reimbursed to them by the Company.</p>
85	<p>Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Articles, at any general meeting on a show of hands <u>(a) every member present in person (or being a corporation, is present by a duly authorised representative), or by proxy shall have the right to speak, (b) on a show of hands, every member present in such manner shall have one vote and (c) on a poll every member present in such manner in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative shall have the right to speak at a general meeting;</u> and one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. Notwithstanding anything contained in these Articles, where more than one proxy is appointed by a member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. On a poll votes may be given either personally or by proxy. A person entitled to more than one vote on a poll need not use all his votes or cast all the votes he uses in the same way.</p>
96A	<p>If a recognised clearing house (or its nominee) is a member of the Company it may, by resolution of its directors or other governing body or by power of attorney, authorise such person or persons as it thinks fit to act as its representative or representatives at any general meeting of the Company or at any general meeting of any class of members of the Company provided that, if more than one person is so authorised, the authorisation shall specify the number and class of shares in respect of which each such person is so authorised. A person so authorised pursuant to this provision shall be deemed to have been duly authorised without further evidence of the facts and be entitled to exercise the same powers on behalf of the recognised clearing house (or its nominee) which he represents as that recognised clearing house (or its nominee) could exercise if it were an individual member of the Company holding the number and class of shares specified in such authorisation including the right to vote individually on a show of hands <u>and the right to speak</u>.</p>

Article No.	Provisions in the Amended and Restated Article of Association (showing changes to the current Article of Association)
98	The number of Directors shall not be less than three. The Directors shall cause to be kept a register of the Directors and Officers, and there shall be entered therein the particulars required by the Law Act . The first Directors shall be appointed by the subscribers of the Memorandum of Association to hold office until the next following annual general meeting.
99(a)	The Directors shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following <u>first annual general meeting of the Company after his/her appointment</u> and shall then be eligible for re-election at that meeting but, in the case of re-election at an annual general meeting, shall not be taken into account in determining the Directors or number of Directors who are to retire by rotation at such meeting.
99(b)	Subject to these Articles and the Companies Law Act , the Company may by ordinary resolution elect any person to be a Director either to fill a casual vacancy on the Board, or as an addition to the existing Board.
112(a)	Subject to any exercise by the Directors of the powers conferred by Articles 113 to 115, the management of the business of the Company shall be vested in the Directors who, in addition to the powers and authorities by these Articles expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done or approved by the Company and are not hereby or by the Law Act expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the Law Act and of these Articles and to any regulations from time to time made by the Company in general meeting not being inconsistent with such provisions of these Articles provided that no regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
112(b) (iii)	To resolve that the Company be deregistered in the Cayman Islands and continued in a named jurisdiction outside the Cayman Islands subject to the provisions of the Companies Law Act .

Article No.	Provisions in the Amended and Restated Article of Association (showing changes to the current Article of Association)
112(c)	<p>Except as would, if the Company were a company incorporated in Hong Kong, be permitted by Section 157H of the Companies Ordinance (Chapter 32 <u>622</u> of the Laws of Hong Kong) as in force at the date of adoption of these Articles, and except as permitted under the Companies Law Act, the Company shall not directly or indirectly:</p> <p>(i) make a loan to a Director or a director of any holding company of the Company or to any of their respective associates (as defined by the rules, where applicable, of the Designated Stock Exchange);</p> <p>(ii) enter into any guarantee or provide any security in connection with a loan made by any person to a Director or a director of any holding company of the Company; or</p> <p>(iii) if any one or more of the Directors hold (jointly or severally or directly or indirectly) a controlling interest in another company, make a loan to that other company or enter into any guarantee or provide any security in connection with a loan made by any person to that other company.</p>
121	<p>The Company shall keep at its office a register containing the names and addresses and occupations of its Directors and shall send to the Registrar of Companies a copy of such register and shall from time to time notify to the Registrar of Companies any change that takes place in such Directors as required by the Law Act.</p>
134	<p>The Secretary shall be appointed by the Board for such term, at such remuneration and upon such conditions as it may think fit, and any Secretary so appointed may be removed by the Board. Anything by the Law Act or these Articles required or authorised to be done by or to the Secretary, if the office is vacant or there is for any other reason no Secretary capable of acting, may be done by or to any assistant or deputy Secretary, or if there is no assistant or deputy Secretary capable of acting, by or to any officer of the Company authorised generally or specifically in that behalf by the Board. If the Secretary appointed is a corporation or other body, it may act and sign by the hand of any one or more of its directors or officers duly authorised.</p>
135	<p>A provision of the Law Act or of these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as or in place of the Secretary.</p>
137	<p>The Company may have one or more duplicates of the common seal for use abroad under the provisions of the Law Act where and as the Board shall determine, which seals may, but need not, specify the respective jurisdictions in which they are authorised for use and the Company may by writing under the seal appoint any agents or agent, committees or committee abroad to be the duly authorised agents of the Company for the purpose of affixing and using such official seal and they may impose such restrictions on the use thereof as may be thought fit. Wherever in these Articles reference is made to the seal, the reference shall, when and so far as may be applicable, be deemed to include any such official seal as aforesaid.</p>

Article No.	Provisions in the Amended and Restated Article of Association (showing changes to the current Article of Association)
144(a)	Subject to the Companies Law Act, the Company in general meeting may declare dividends in any currency but no dividends shall exceed the amount recommended by the Board.
152	Whenever the Directors or the Company in general meeting have resolved that a dividend be paid or declared, the Directors may further resolve that such dividend be satisfied wholly or in part by the distribution of specific assets of any kind and in particular of paid up shares, debentures or warrants to subscribe securities of the Company or any other company, or in any one or more of such ways, and where any difficulty arises in regard to the distribution the Directors may settle the same as they think expedient, and in particular may issue fractional certificates, disregard fractional entitlements or round the same up or down, and may fix the value for distribution of such specific assets, or any part thereof, and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties, and may vest any such specific assets in trustees as may seem expedient to the Directors and may appoint any person to sign any requisite instruments of transfer and other documents on behalf of the persons entitled to the dividend and such appointment shall be effective. Where requisite, a contract shall be filed in accordance with the provisions of the Law Act and the Directors may appoint any person to sign such contract on behalf of the persons entitled to the dividend and such appointment shall be effective.
157	The Directors shall make the requisite annual returns in accordance with the Law Act.
158	The Directors shall cause true accounts to be kept of the sums of money received and expended by the Company and the matters in respect of which such receipt and expenditure take place, and of the property, assets, credits and liabilities of the Company and of all other matters required by the Law Act or necessary to give a true and fair view of the Company's affairs and to explain its transactions. <u>The financial year end of the Company shall be 31 December in each calendar year or as otherwise determined by the Board.</u>
162(a)	At the annual general meeting or at a subsequent extraordinary general meeting in each year, the members shall <u>by ordinary resolution</u> appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.
162(b)	The members may, at any general meeting convened and held in accordance with these Articles, by special <u>ordinary</u> resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remainder of his term.
162(c)	Subject to the Companies Law Act the accounts of the Company shall be audited at least once in every year.
163.	The remuneration of the Auditors shall be fixed by the Company in general meeting <u>by ordinary resolution</u> provided always that in respect of any particular year the Company in general meeting may delegate the fixing of such remuneration to the Directors.

Article No.	Provisions in the Amended and Restated Article of Association (showing changes to the current Article of Association)
174	Subject to the Companies Act, a resolution that the Company be wound up by the court or wound up voluntarily shall be a special resolution. If the Company shall be wound up (whether the liquidation is voluntary, under supervision or by the court) the liquidator may, with the authority of a special resolution, divide among the members in specie or kind the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds and may for such purpose set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like authority vest any part of the assets in trustees upon such trusts for the benefit of members as the liquidator with the like authority and subject to the Law Act shall think fit, and the liquidation of the Company may be closed and the Company dissolved, but so that no contributor shall be compelled to accept any shares in respect of which there is a liability.
179	Subject to the Law Act, the Company may at any time and from time to time by special resolution alter or amend its Articles of Association in whole or in part. A special resolution shall be required to alter the provisions of the memorandum of association or to change the name of the Company.

The Proposed Amendments shall be subject to the passing of a special resolution by the shareholders of the Company at the forthcoming annual general meeting of the Company (the “AGM”). A circular containing, among other matters, details of the Proposed Amendments and a notice convening the AGM will be despatched to the shareholders of the Company in due course.

By order of the board
China Tian Yuan Healthcare Group Limited
Wang Huabing
Executive Director

Hong Kong, 23 May 2022

As at the date of this announcement, the Board is composed of eight directors of which Mr. Wang Huabing (chairman) and Ms. Dong Wei are the executive directors, Ms. He Mei and Mr. Zhou Yuan are the non-executive directors and Mr. Hu Baihe, Mr. Yuen Kwok Kuen, Mr. Guo Jingbin and Ms. Zhou Siqi are the independent non-executive directors.