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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **China Tian Yuan Healthcare Group Limited** (“the Company”), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

### PROPOSALS INVOLVING

- (1) GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND**
- (2) RETIREMENT AND RE-ELECTION OF DIRECTORS AND**
- (3) PROPOSED AMENDMENTS TO**
- THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND**
- (4) NOTICE OF ANNUAL GENERAL MEETING**

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Capitalised terms used shall have the same respective meanings as those defined in the section headed “Definitions” in this circular.

A letter from the board of directors of the Company is set out on pages 4 to 7 of this circular.

A notice convening the thirty-third annual general meeting of the Company (“AGM”) to be held at Room No. 4901, 49/F., Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Tuesday, 28 June 2022 at 3 p.m. is set out on pages 24 to 29 of this circular.

A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the principal office of the Company at Room No. 4901, 49/F., Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong or to the Company’s branch registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM (i.e. before 3 p.m. on Sunday, 26 June 2022) or any adjournment thereof.

Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such event, the authority of your proxy shall be deemed to be revoked.

#### PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The health of our shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM to protect attending shareholders, staff and stakeholders from the risk of infection:

- compulsory body temperature checks and health declarations
- recommended wearing of a surgical face mask for each attendee
- no distribution of corporate gift or refreshment

Any person who does not comply with the precautionary measures or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolution(s) at the meeting as an alternative to attending the meeting in person.

25 May 2022

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the Thirty-third annual general meeting of the Company to be held at Room No. 4901, 49/F., Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Tuesday, 28 June 2022 at 3 p.m., notice of which is set out on pages 24 to 29 of this circular
“Amended and Restated Memorandum and Article of Association”	the set of amended and restated memorandum and article of association of the Company incorporating and consolidating all Proposed Amendments to be considered and approved for adoption by way of special resolution at 2022 AGM
“Board”	the board of Directors
“Cayman Companies Act”	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“close associate”	has the meaning ascribed to it by the Listing Rules
“Company”	China Tian Yuan Healthcare Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on Main Board of the Stock Exchange (Stock Code: 557)
“core connected person”	has the meaning ascribed to it by the Listing Rules
“Director(s)”	the director(s) of the Company
“General Mandates”	the Issue Mandate and the Repurchase Mandate to be sought at the AGM as set out in the Notice of AGM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## DEFINITIONS

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“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	the mandate to allot and issue Shares as set out in the Notice of AGM
“Latest Practicable Date”	20 May 2022, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplement or otherwise modified from time to time
“Memorandum and Articles of Association”	the memorandum and articles of association of the Company
“Notice of AGM”	the notice convening the AGM as set out at the end of this circular
“PRC”	the People’s Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Proposals”	the proposals involving the granting of the General Mandates and the re-election of the retiring Directors
“Proposed Amendments”	the proposed amendment to current Memorandum and Articles of Association as set out in Appendix III to this circular
“Repurchase Mandate”	the mandate to repurchase Shares as set out in the Notice of AGM, in respect of which an explanatory statement is set out in Appendix I to this circular
“RMB”	Renminbi, the lawful currency of the PRC

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## DEFINITIONS

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“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of HK\$1.00 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meaning ascribed to it by the Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-back as amended from time to time and approved by the Securities and Futures Commission of Hong Kong
“%”	per cent.

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Wang Huabing (*Chairman*)  
Ms. Dong Wei (*Chief Executive Officer*)

*Non-executive Directors:*

Ms. He Mei  
Mr. Zhou Yuan

*Independent non-executive Directors:*

Mr. Hu Baihe  
Mr. Yuen Kwok Kuen  
Mr. Guo Jingbin  
Ms. Zhou Siqi

*Principal office:*

Room No. 4901, 49/F., Sun Hung Kai Centre  
30 Harbour Road  
Wanchai  
Hong Kong

*Registered office:*

c/o Maples and Calder  
P.O. Box 309  
Grand Cayman  
Cayman Islands  
British West Indies

25 May 2022

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS INVOLVING  
(1) GRANTING OF GENERAL MANDATES TO  
ISSUE AND REPURCHASE SHARES AND  
(2) RETIREMENT AND RE-ELECTION OF DIRECTORS AND  
(3) PROPOSED AMENDMENTS TO  
THE MEMORANDUM AND ARTICLES OF ASSOCIATION AND  
(4) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to, among other things, (i) the granting of the General Mandates; (ii) the retirement and re-election of the retiring Directors; and (iii) the Proposed Amendments to the Memorandum and Articles of Association of the Company. The Notice of AGM is set out on pages 24 to 29 of this circular for approving the same.

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## LETTER FROM THE BOARD

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### ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed to approve the granting of a fresh general mandate to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares in the share capital of the Company up to 20% of the total number of issued Shares as at the date of the passing of the resolution. As at the Latest Practicable Date, there were 398,979,524 Shares in issue. Assuming that no Shares are issued or repurchased by the Company prior to the date of the AGM, such 20% will represent 79,795,904 Shares.

In addition, a further ordinary resolution will be proposed at the AGM to extend the authority to issue Shares under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

### REPURCHASE MANDATE

Furthermore, at the AGM, an ordinary resolution will be proposed to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the total number of issued Shares as at the date of the passing of the resolution. As at the Latest Practicable Date, there were 398,979,524 Shares in issue. Assuming that no Shares are issued or repurchased by the Company prior to the date of the AGM, such 10% will represent 39,897,952 Shares.

An explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules to give all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the purchase by the Company of its own Shares, is set out in Appendix I to this circular.

Each of the Issue Mandate and the Repurchase Mandate will expire whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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## LETTER FROM THE BOARD

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### RETIREMENT AND RE-ELECTION OF DIRECTORS

In accordance with article 116 of the Articles of Association, Mr. Wang Huabing (“**Mr. Wang**”), and Mr. Hu Baihe (“**Mr. Hu**”) shall retire by rotation. Mr. Wang being eligible, has offered himself for re-election as Director at the AGM. Mr. Hu has indicated to the Board that he will not offer himself for re-election as Director at the AGM due to other business commitment. Accordingly, Mr. Hu will cease to be an independent non-executive Director upon conclusion of the AGM. Mr. Hu confirms that he does not have any disagreement with the Board and there is nothing to be brought to the attention of the Shareholders in relation to his proposed retirement.

Moreover, in accordance with article 99(a) of the Articles of Association, Ms. Dong Wei and Ms. Zhou Siqi shall hold office until the AGM and, being eligible, have offered themselves for re-election as Directors at the AGM.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

### PROPOSED AMENDMENTS TO THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In order to further improve the corporate governance of the Company and to conform to the Core Standards for shareholder protection, the Board resolved on 20 May 2022 to propose to make amendments to certain articles in the Memorandum and the Articles of Association.

Detailed information of the Proposed Amendments is set out in the Appendix III to this circular. The Board also proposes to the AGM to authorise the management of the Company to make relevant arrangements regarding the registration and the filing procedures in relation to the Proposed Amendments.

### AGM

A notice convening the AGM to be held at Room No. 4901, 49/F., Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Tuesday, 28 June 2022 at 3 p.m. is set out on pages 24 to 29 of this circular. According to Rule 13.39(4) of the Listing Rules, the vote of the Shareholders at the AGM will be taken by way of poll. To the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the resolutions to be proposed at the AGM.



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## LETTER FROM THE BOARD

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A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the principal office of the Company at Room No.4901, 49/F., Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong or to the Company's branch registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM (i.e. before 3 p.m. on Sunday, 26 June 2022) or at any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or at any adjournment thereof (as the case may be) if you so wish, and in such event, the authority of your proxy shall be deemed to be revoked.

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 23 June 2022 to Tuesday, 28 June 2022 (both days inclusive), during which period no transfer of Shares will be registered. In order for a Shareholder to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 22 June 2022.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 circular misleading.

### RECOMMENDATION

The Board believes that the Proposals are in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of all the resolutions as set out in the Notice of AGM.

Yours faithfully,  
For and on behalf of the Board  
**China Tian Yuan Healthcare Group Limited**  
**Wang Huabing**  
*Chairman*

This Appendix serves as the explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with all the information necessary for their consideration of the Repurchase Mandate.

### **SHARE CAPITAL**

As at the Latest Practicable Date, the number of Shares in issue was 398,979,524. Exercise in full of the Repurchase Mandate, on the basis that no further Shares are issued or repurchased prior to the date of the AGM, could accordingly result in up to 39,897,952 Shares being repurchased by the Company. The Repurchase Mandate shall, unless revoked or varied by the Company in general meeting, take effect upon approval by the Shareholders until the conclusion of the next annual general meeting of the Company.

### **REASONS FOR REPURCHASE**

The Directors consider that the Repurchase Mandate will provide the Company with such flexibility to make repurchase of its own Shares as and when appropriate and beneficial to the Company. Such repurchases may enhance the net asset value of the Company and/or earnings per Share. The Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company as compared with the position disclosed in the latest published audited financial statements of the Company for the year ended 31 December 2021, in the event that the proposed purchases were to be carried out in full during the proposed purchase period. No purchase would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

### **FUNDING OF REPURCHASE**

Repurchases must be funded out of funds legally available for such purchase in accordance with the applicable laws of the Cayman Islands, the Articles of Association and the Listing Rules.

The Cayman Companies Law provides, inter alia, that shares may only be purchased out of the profits of a company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, in the manner provided for therein, out of capital.

### **DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS**

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, has any present intention to sell any of the Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make repurchases of Shares.

#### **UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, all applicable laws of the Cayman Islands and the Articles of Association.

#### **EFFECT OF THE TAKEOVERS CODE**

A repurchase of securities by the Company may result in an increase in the proportionate interests of a Shareholder in the voting rights of the Company, which will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and to the best of the knowledge and belief of the Directors based on the register kept by the Company under Section 336 of the SFO, Tian Yuan Manganese Limited, a wholly-owned subsidiary of Ningxia Tian yuan Manganese Industry Co., Ltd, which is owned as to 99.99% by Mr. JIA Tianjing, held an aggregate of 266,069,294 Shares, representing about 66.69% of the existing issued share capital of the Company. Upon full exercise of the Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the date of the AGM, their aggregate shareholding would be increased to about 74.10%. Such an increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any Shareholder, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

**SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

<b>Month</b>	<b>Per Share</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2021</b>		
June	N/A	N/A
July	N/A	N/A
August	N/A	N/A
September	N/A	N/A
October	N/A	N/A
November	N/A	N/A
December	1.27	0.97
<b>2022</b>		
January	0.97	0.86
February	1.15	0.94
March	1.08	0.90
April	0.97	0.73
May (up to the Latest Practicable Date)	0.85	0.80

Trading in the shares was suspended with effect from 9:00 a.m. on 24 August 2020 and had resumed at 9:00 a.m. on 16 December 2021.

**SHARE REPURCHASES MADE BY THE COMPANY**

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the 6 months preceding the Latest Practicable Date.

The biographical and other details of the retiring Directors standing for re-election at the AGM as required by the Listing Rules are set out below:

**Mr. Wang Huabing**, *aged 53*

**Executive Director**

Mr. Wang obtained a bachelor's degree from Chongqing Jiaotong University, a Doctor of Management, the title of applied researcher from Wuhan University of Technology. Mr. Wang served as a general manager of Shandong Hi-Speed Road & Bridge Maintenance Co., Ltd (a subsidiary of Shandong Hi-Speed Road and Bridge Co., Ltd., Shenzhen Stock Exchange Stock Code: 000498) from years of 2003 to 2006. Mr. Wang served as a general manager at Shandong Hi-Speed Company Limited ("SDHSCL, Shanghai Stock Exchange Stock Code: 600350) from years of 2006 to 2015; Mr. Wang served as vice general manager at Shandong Hi-speed Group Co. Ltd. ("SDHSG" the controlling shareholder of SDHSCL) from 2013 to 2017 and served as an executive vice general manager of SDHSG since 2017. Mr. Wang has extensive experience in the management.

Save as disclosed above, Mr. Wang (i) has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (ii) does not hold any other positions in the Group; and (iii) does not have any relationship with any Director, senior management, substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Mr. Wang does not hold any interests in Shares within the meaning of Part XV of the SFO.

Mr. Wang has entered into a service agreement with the Company as an executive Director for a term of 2 years commencing from 19 August 2020, subject to retirement by rotation in accordance with the Articles of Association. Mr. Wang is entitled to a fixed salary of HK\$6,000,000 per annum and a discretionary bonus as may be approved by the Board. His emoluments were recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company, his experiences, the Company's performance and the prevailing market conditions. Mr. Wang did not receive any other emoluments from the Company for the year ended 31 December 2021.

**Ms. Dong Wei, aged 28**

**Executive Director**

Ms. Dong, obtained a bachelor degree in Marketing from Anglia Ruskin University, United Kingdom in 2016.

Ms. Dong joined the Group in July 2021 and has been serving as the director assistant of the Company, during which she has been responsible for assisting the directors with planning and implementing strategies. Ms. Dong served as assistant manager of human resources department of China Huarong Asset Management Co., Ltd., which is listed on the Hong Kong Stock Exchange (Stock Code: 2799) from June 2017 to February 2019. From February 2019 to July 2021, Ms. Dong served as administrative manager of international trade department in Beijing Tianyuan Manganese Industry Co., Ltd. (北京天元錳業有限公司). Ms. Dong is a daughter of Mr. Jia Tianjiang (being the controlling shareholder of the Company).

Save as disclosed above, Ms. Dong (i) has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (ii) does not hold any other positions in the Group; and (iii) does not have any relationship with any Director, senior management, substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Ms. Dong does not hold any interests in Shares within the meaning of Part XV of the SFO.

Ms. Dong has entered into a service agreement with the Company as an executive Director for a term of 2 years commencing from 30 December 2021, subject to retirement by rotation in accordance with the Articles of Association. Ms. Dong is entitled to a fixed salary of RMB600,000 per annum and a discretionary bonus as may be approved by the Board. Her emoluments were recommended by the remuneration committee of the Company and determined by the Board with reference to her duties and responsibilities with the Company, her experiences, the Company's performance and the prevailing market conditions. Ms. Dong did not receive any other emoluments from the Company for the year ended 31 December 2021.

**Ms. Zhou Siqi, aged 36**

**Independent non-executive Director**

Ms. Zhou, aged 36, holds a bachelor degree in Law from Northwest University of Political Science and Law. Ms. Zhou is currently the director of the management committee of Shenzhen Happiness and Harmony Inheritance Service Center\* (深圳市幸福和諧繼承服務中心), a 5A-level social organization in Shenzhen. She is the person in charge mainly responsible for the daily management and operation. Prior to joining Shenzhen Happiness and Harmony Inheritance Service Center, Ms. Zhou had over 9 years of working experience in Guangdong Jiadesen Lawyer's Co\* (廣東嘉得信律師事務所).

Ms. Zhou (i) has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (ii) does not hold any other positions in the Group; and (iii) does not have any relationship with any Director, senior management, substantial or controlling Shareholder of the Company.

As at the Latest Practicable Date, Ms. Zhou does not hold any interests in Shares within the meaning of Part XV of the SFO.

Ms. Zhou has entered into a service agreement with the Company as an independent non-executive Director for a term of 2 years commencing from 5 May 2022, subject to retirement by rotation in accordance with the Articles of Association. Ms. Zhou is entitled to a fixed salary of HK\$120,000 and a discretionary bonus as may be approved by the Board. Her emoluments were recommended by the remuneration committee of the Company and determined by the Board with reference to her duties and responsibilities with the Company, her experiences, the Company's performance and the prevailing market conditions. Ms. Zhou did not receive any other emoluments from the Company for the year ended 31 December 2021.

To the best of the knowledge having made all reasonable enquires, the Board confirms that, save as disclosed above, there is no other information relating to any of Mr. Wang, Ms. Dong and Ms. Zhou, which needs to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules. Further, there are no other matters which need to be brought to the attention of the Shareholders.

\* For identification purpose only

The following are the changes made to the current Memorandum and Articles of Association introduced by the Amended and Restated Memorandum and Articles of Association. Unless otherwise specified, clauses, paragraphs and article numbers referred to herein are clauses, paragraphs and article numbers of the Amended and Restated Memorandum and Articles of Association.

All capitalised terms in the proposed amendments contained in this Appendix are terms defined in the current Memorandum and Articles of Association which shall have the corresponding meanings ascribed to them in the current Memorandum and Articles of Association.

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 <del>shall be</del> <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.
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 <del>Law</del> <u>(Cap.22) 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 <del>Law (Cap. 22)</del> <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 <del>Law Cap. 22</del> <u>Act (as revised)</u> .
8	Subject to the <del>Law</del> <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 <del>Law</del> Act shall not apply to the Company
2	<p>the Companies <del>Law</del> <u>Act</u>. the <del>Law</del> <u>Act</u></p> <p>“the Companies <del>Law</del> <u>Act</u>” or “the <del>Law</del> <u>Act</u>” shall mean the Companies <del>Law</del> <u>Act</u> 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</p> <p>“special resolution” shall have the same meaning as in the <del>Law</del> <u>Act</u> save that the required majority shall be 75% of the votes cast;</p> <p>Statutes</p> <p>“Statutes” shall mean the Companies <del>Law</del> <u>Act</u> 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 <del>Law</del> <u>Act</u> to bear same meaning in Articles.</p> <p>Subject as aforesaid, any words defined in the <del>Law</del> <u>Act</u> 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 <del>Law</del> <u>Act</u> 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 <del>Law</del> <u>Act</u> , 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.

Article No.	Provisions in the Amended and Restated Article of Association (showing changes to the current Article of Association)
9(b)	<p>Subject to the provisions of the Companies <del>Law</del> <u>Act</u>, 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 <del>Law</del> <u>Act</u>, 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.</p>
11(a)	<p>Subject to the Companies <del>Law</del> <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.</p>
12	<p>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 <del>Law</del> <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.</p>

Article No.	Provisions in the Amended and Restated Article of Association (showing changes to the current Article of Association)
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 <del>Law Act</del> , 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 <del>Law Act</del> .
68(a)	The Directors shall cause a proper register to be kept, in accordance with the provisions of the <del>Law Act</del> , of all mortgages and charges specifically affecting the property of the Company and shall duly comply with the requirements of the <del>Law Act</del> 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; <del>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.</del> The annual general meeting shall be held <u>within six months after the end of the Company's financial year and at such time and place as the Directors shall appoint.</u>
72.	The Directors may, whenever they think fit, convene an extraordinary general meeting. General meetings shall also be convened on the written requisition of any <del>two</del> <u>one or more</u> members of the Company <u>holding together</u> , 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. <u>The written requisition shall be deposited at the registered office specifying the objects of the meeting and the resolutions to be added to the meeting agenda, and signed by the requisitionists.</u> <del>and such</del> <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.

Article No.	Provisions in the Amended and Restated Article of Association (showing changes to the current Article of Association)
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 <del>on a show of hands</del> (a) every member present in person (or being a corporation, is present by a duly authorised representative), or by proxy shall have <u>the right to speak</u>, (b) <del>on a show of hands, every member present in such manner shall have</del> one vote and (c) on a poll every member present <u>in such manner</u> <del>in person or by proxy or, in the case of a member being a corporation, by its duly authorised representative</del> shall have <del>the right to speak at a general meeting;</del> 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 <del>individually on a show of hands</del> <u>and the right to speak</u>.</p>
98	<p>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 <del>Law</del> <u>Act</u>. The first Directors shall be appointed by the subscribers of the Memorandum of Association to hold office until the next following annual general meeting.</p>

Article No.	Provisions in the Amended and Restated Article of Association (showing changes to the current Article of Association)
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 <del>next following</del> <u>first annual</u> general meeting of the Company <u>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 <del>Law Act</del> , 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 <del>Law Act</del> expressly directed or required to be exercised or done by the Company in general meeting, but subject nevertheless to the provisions of the <del>Law Act</del> 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 <del>Law Act</del> :

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 <del>Section 157H of the Companies Ordinance (Chapter 32 622 of the Laws of Hong Kong)</del> 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> <ul style="list-style-type: none"> <li>(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);</li> <li>(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</li> <li>(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.</li> </ul>
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 <del>Law</del> 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 <del>Law</del> 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>

Article No.	Provisions in the Amended and Restated Article of Association (showing changes to the current Article of Association)
135	A provision of the <del>Law Act</del> 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.
137	The Company may have one or more duplicates of the common seal for use abroad under the provisions of the <del>Law Act</del> 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.
144(a)	Subject to the Companies <del>Law Act</del> , 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 <del>Law Act</del> 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 <del>Law Act</del> .

Article No.	Provisions in the Amended and Restated Article of Association (showing changes to the current Article of Association)
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 <del>Law Act</del> 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 <del>special</del> <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 <del>Law Act</del> 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	<p><u>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.</u> 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 <del>Law Act</del> 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.</p>
179	<p>Subject to the <del>Law Act</del>, 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.</p>

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## NOTICE OF AGM

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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)

### NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the thirty-third annual general meeting (the “**Meeting**”) of China Tian Yuan Healthcare Group Limited (the “**Company**”) will be held at Room No. 4901, 49/F., Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong on Tuesday, 28 June 2022 at 3 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and jointly controlled entities and the reports of the directors and auditors for the year ended 31 December 2021.
2.
  - (a) To re-elect Mr. Wang Huabing as an executive director and Chairman.
  - (b) To re-elect Ms. Dong Wei as an executive director.
  - (c) To re-elect Ms. Zhou Siqi as an independent non-executive director.
  - (d) To authorise the board of directors to fix the directors’ remuneration for the year ending 31 December 2022.
3. To re-appoint Crowe (HK) CPA Limited as auditors for the ensuing year and to authorise the board of directors to fix their remuneration.

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## NOTICE OF AGM

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To consider and, if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions of the Company:

4. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company (the **“Directors”**) during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make and grant offers, agreements and options which would or might require shares to be allotted after the end of the Relevant Period;
- (c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to shares issued as a result of a Rights Issue (as hereinafter defined) or pursuant to the exercise of options under the share option scheme of the Company or any shares allotted in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company, shall not exceed 20 per cent. of the total number of issued shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

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## NOTICE OF AGM

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“Rights Issue” means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

5. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;
- (b) the total number of shares which may be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the total number of issued shares of the Company as at the date of the passing of this resolution, and the said approval be limited accordingly; and
- (c) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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## NOTICE OF AGM

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6. “**THAT** subject to the passing of resolutions numbered 4 and 5 set out in the notice convening the Meeting, the total number of shares which are purchased by the Company pursuant to the authority granted to the directors of the Company (the “**Directors**”) as mentioned in resolution numbered 5 set out in the notice convening the Meeting shall be added to the total number of shares that may be allotted or agreed to be allotted by the Directors pursuant to resolution numbered 4 set out in the notice convening the Meeting, provided that such amount shall not exceed 10% of aggregate amount of the issued shares of the Company on the date of the passing of this resolution.”
7. To consider and, if thought fit, to pass the following resolution as a special resolution:
- “**THAT:**
- (a) the proposed amendments (the “**Proposed Amendments**”) to the existing memorandum and articles of association of the Company (the “**Existing M&A**”), the details of which are set out in Appendix III to the circular of the Company dated 25 May 2022, be and are hereby approved;
- (b) the amended and restated memorandum and articles of association of the Company (the “**Amended M&A**”), which contains all the Proposed Amendments and a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of the meeting, be and is hereby approved and adopted in substitution for and to the exclusion of the Existing M&A with immediate effect; and
- (c) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of Amended M&A, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By order of the board of directors  
**China Tian Yuan Healthcare Group Limited**  
**Wang Huabing**  
*Chairman*

Hong Kong, 25 May 2022

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## NOTICE OF AGM

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*Notes:*

- (1) A form of proxy for use at the Meeting is enclosed herewith. To be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his/her/its attorney authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer, attorney or other person duly authorised.
- (2) Any member of the Company entitled to attend and vote at the Meeting or its adjourned meeting (as the case may be) shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. A member may appoint more than one proxy to attend on the same occasion. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of each such proxy is so appointed.
- (3) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's principal office at Room No. 4901, 49/F., Sun Hung Kai Centre, 30 Harbour Road, Wanchai, Hong Kong or to the Company's branch registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting (i.e. before 3 p.m. on Sunday, 26 June 2022) or the adjourned meeting thereof (as the case may be), and in default the instrument of proxy shall not be treated as valid.
- (4) Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting or any adjournment thereof and in such event, the form of proxy will be deemed to be revoked.
- (5) Where there are joint registered holders of any share, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- (6) The resolution set out in this notice of the Meeting will be taken by poll pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.
- (7) In respect of the ordinary resolution numbered 2 above, Mr. Wang Huabing, Ms. Dong Wei and Ms. Zhou Siqi being eligible, offered themselves for re-election. Details of the Directors proposed to be re-elected at the Meeting are set out in Appendix II to the circular of the Company dated 25 May 2022.
- (8) For determining the entitlement for the members of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Thursday, 23 June 2022 to Tuesday, 28 June 2022 (both days inclusive), during which period no transfer of shares will be registered. In order for a shareholder of the Company to be eligible to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 22 June 2022.

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## NOTICE OF AGM

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- (9) If tropical cyclone warning signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of Company at <http://aplushk.com/clients/00557ChinaTianYuan> and on the HKExnews website at [www.hkexnews.hk](http://www.hkexnews.hk) to notify the members of the Company of the date, time and place of the re-scheduled meeting.

If a tropical cyclone warning signal No. 8 or above or a “black” rainstorm warning signal is lowered or cancelled at or before 7:00 a.m. on the date of the Meeting and where conditions permit, the Meeting will be held as scheduled.

The Meeting will be held as scheduled when an amber or “red” rainstorm warning signal is in force.

After considering their own situations, the members of the Company shall decide on their own whether or not they would attend the Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.

*As at the date of this notice, the board of directors of the Company 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.*