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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)

**(I) POLL RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 28 JUNE 2022
AND
(II) RETIREMENT OF A DIRECTOR AND
CHANGES IN BOARD COMMITTEE COMPOSITION**

The Board is pleased to announce that at the AGM held on Tuesday, 28 June 2022, the Resolutions were duly passed by the Shareholders attending and eligible to vote by way of poll at the AGM.

References are made to the circular (the “**Circular**”) and the notice of annual general meeting (“**Notice of AGM**”) of China Tian Yuan Healthcare Group Limited (the “**Company**”) dated 25 May 2022.

Capitalised terms used in the Circular shall have the same meanings when used in this announcement unless the context requires otherwise.

(I) POLL RESULTS OF THE AGM

The Board is pleased to announce that at the AGM held on Tuesday, 28 June 2022, all the proposed resolutions as set out in the Notice of AGM (the “**Resolutions**”) were duly passed by the Shareholders attending and eligible to vote by way of poll at the AGM.

Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar in Hong Kong, was appointed as the scrutineer for the vote-taking at the AGM.

The poll results in respect of the Resolutions were as follows:

ORDINARY RESOLUTIONS		Number of votes (approximate % of total number of votes)	
		FOR	AGAINST
1.	To receive the reports and financial statements for 2021	249,539,312 (100%)	0 (0%)
2(a).	To re-elect Mr. Wang Huabing as an executive director and Chairman	249,539,312 (100%)	0 (0%)
2(b).	To re-elect Ms. Dong Wei as an executive director	249,539,312 (100%)	0 (0%)
2(c).	To re-elect Ms. Zhou Siqi as an independent non-executive director	249,539,312 (100%)	0 (0%)
2(d).	To authorise the board of directors to fix directors' remuneration for the year ending 31 December 2022	249,539,312 (100%)	0 (0%)
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	249,539,312 (100%)	0 (0%)
4.	To grant a general mandate to the directors to issue shares	249,539,312 (100%)	0 (0%)
5.	To grant a general mandate to the directors to repurchase shares	249,539,312 (100%)	0 (0%)
6.	To approve the addition to the general mandate to issue shares of an amount equal to the shares repurchased pursuant to the general mandate to repurchase shares	249,539,312 (100%)	0 (0%)
SPECIAL RESOLUTIONS			
7.	To approve the adoption of the Amended and Restated Memorandum and Articles of Association of the Company	249,539,312 (100%)	0 (0%)

As more than 50% of the above votes were cast in favour of each of items 1-6 of the Resolutions, items 1-6 were duly passed as ordinary resolutions of the Company. As more than 75% of the votes were cast in favour of item 7 of the Resolutions, such resolution was duly passed as a special resolution of the Company.

As at the date of the AGM:

- (1) there were a total of 398,979,524 Shares in issue, which were the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM;
- (2) there were no restriction on any Shareholders to cast votes on the Resolutions at the AGM;
- (3) none of the Shares entitled the holders to attend the AGM and vote only against the Resolutions at the AGM; and
- (4) no Shareholder was required to abstain from voting on the Resolutions at the AGM.
- (5) The Company currently has 8 directors, and 6 of them, namely Mr. Wang Huabing, Ms. Dong Wei, Ms. He Mei, Mr. Zhou Yuan, Mr. Yuen Kwok Kuen and Ms. Zhou Siqu attended the AGM.

(II) RETIREMENT OF A DIRECTOR AND CHANGES IN BOARD COMMITTEE COMPOSITION

At the AGM, Mr. Hu Baihe (“**Mr. Hu**”) retired as the independent non-executive director of the Company and ceased to be the chairman of the nomination committee (the “**Nomination Committee**”), members of the remuneration committee (the “**Remuneration Committee**”) and the audit committee (the “**Audit Committee**”) with effect from the conclusion of the AGM in accordance with the articles of association of the Company and did not offer himself for re-election, in order to devote more time to pursue his other business commitments.

Mr. Hu has confirmed that in relation to his retirement, he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the shareholders of the Company.

The Board expresses its sincere gratitude to Mr. Hu for his valuable contribution to the Company during his tenure of service with the Company.

Ms. Zhou Siqu, an independent non-executive director of the Company, has been elected as the chairperson of the Nomination Committee, members of the Remuneration Committee and the Audit Committee with effect from 28 June 2022.

By order of the Board
China Tian Yuan Healthcare Group Limited
Wang Huabing
Chairman

Hong Kong, 28 June 2022

As at the date of this announcement, the Board is composed of seven 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. Yuen Kwok Kuen, Mr. Guo Jingbin, and Ms. Zhou Siqu are the independent non-executive directors.