

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **TIAN YUAN GROUP HOLDINGS LIMITED**

### **天源集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 6119)**

## **PROPOSED ADOPTION OF NEW AMENDED AND RESTATED MEMORANDUM AND ARTICLES OF ASSOCIATION**

Pursuant to the Consultation Conclusions on Listing Regime for Overseas Issuers published by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) in November 2021, the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) have been amended with effect from 1 January 2022 which requires, among others, listed issuers to adopt a uniform set of 14 core shareholder protection standards. As such, the board (the “**Board**”) of directors of the Company (the “**Director(s)**”) proposes to seek the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the annual general meeting of the Company (the “**Annual General Meeting**”) to adopt the new amended and restated memorandum and articles of association (the “**New M&A**”) which incorporates the proposed amendments to the existing amended and restated memorandum and articles of association (the “**Existing M&A**”) for the purpose of among others, (i) bringing the Existing M&A in line with amendments made to the Listing Rules and the applicable law and procedures in the Cayman Islands; and (ii) making certain minor housekeeping amendments to the Existing M&A.

A circular containing, among others, details of the proposed amendments to the Existing M&A, together with a notice of the Annual General Meeting will be despatched to the Shareholders in due course.

By order of the Board  
**Tian Yuan Group Holdings Limited**  
**Yang Jinming**  
*Chairman and Chief Executive Officer*

Hong Kong, 21 April 2023

*As at the date of this announcement, the executive Directors are Mr. Yang Jinming, Ms. Tong Wai Man and Mr. Su Baihan, the non-executive Director is Mr. Yang Fan, and the independent non-executive Directors are Mr. Pang Hon Chung, Professor Wu Jinwen and Mr. Huang Yaohui.*