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)

VOLUNTARY ANNOUNCEMENT
CHANGE IN SHAREHOLDING STRUCTURE IN THE COMPANY

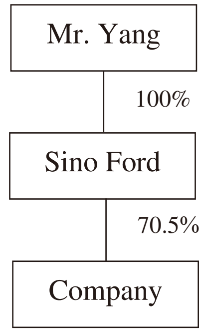
This announcement is made by the Company on a voluntary basis.

THE FAMILY TRUST ARRANGEMENT

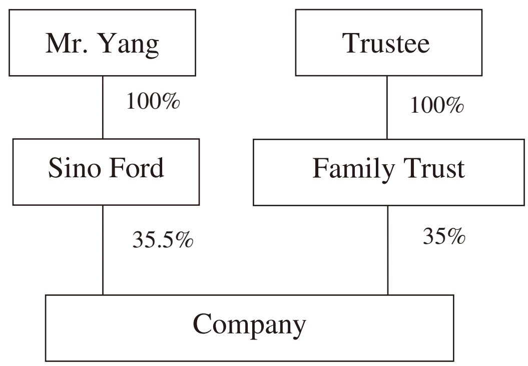
The Company was informed by Mr. Yang that on 10 January 2025, the Family Trust Arrangement which involved the setting up of the Family Trust in accordance with the Trust Deed and the Shares Transfer was completed.

Immediately prior to the Family Trust Arrangement, Mr. Yang owned the entire issued share capital of Sino Ford, which in turn owns 423,000,000 Shares (representing 70.5% of the total issued Shares). Pursuant to the Family Trust Arrangement, Sino Ford should transfer 210,000,000 Shares to the Family Trust (representing 35% of the total issued Shares) as trust property. The shareholding structures before and after the Family Trust Arrangement are as follows:

Before establishment of the Family Trust Arrangement



After establishment of the Family Trust Arrangement



According to Mr. Yang, the Family Trust Arrangement is made for the long-term management and distribution of his assets for the benefit of himself and his family members. The Board considers that the Family Trust Arrangement will not have any impact on the financial position and operations of the Company and its subsidiaries. The composition of the Board remains unchanged as at the date of this announcement. The Executive has confirmed that no mandatory general offer obligation for the Shares will be triggered as a result of the establishment of the Family Trust under Rule 26.1 of the Takeovers Code.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.

DEFINITIONS

Unless the context requires otherwise, the following terms have the following meanings in this announcement:

"Beneficiaries"	beneficiaries of the Family Trust, including Mr. Yang and his family members
"Board"	the board of Directors of the Company
"Company"	Tian Yuan Group Holdings Limited (天源集團控股有限公司), an exempted company with limited liability incorporated under the laws of the Cayman Islands, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 6119)
"Director(s)"	the director(s) of the Company
"Executive"	the executive director of the Corporate Finance Division of the SFC or any delegate of the executive director
"Family Trust"	the discretionary family trust established by Mr. Yang as settlor for the benefit of the Beneficiaries with the Trustee as trustee and Mr. Yang as the protector as constituted by the Trust Deed
"Family Trust Arrangement"	the arrangement of setting up the Family Trust in accordance with the Trust Deed and the Share Transfer
"HK$"	Hong Kong dollar, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Mr. Yang"	Mr. Yang Jinming, the executive director, chairman, chief executive officer and an indirect controlling shareholder of the Company
"SFC"	the Securities and Futures Commission of Hong Kong
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)

"Share(s)"	ordinary share(s) of HK$0.01 each in the share capital of the Company
"Shares Transfer"	the transfer of 210,000,000 Shares by Sino Ford to the Family Trust
"Sino Ford"	Sino Ford Enterprises Limited, a company incorporated in the British Virgin Islands with limited liability which is wholly-owned by Mr. Yang
"Takeovers Code"	the Hong Kong Codes on Takeovers and Mergers and Share Buy-backs issued by the SFC
"Trust Deed"	the trust deed constituting the Family Trust entered between Mr. Yang and the Trustee on 4 November 2024
"Trustee"	the trustee of the Family Trust, namely, Greenpro Trust Limited, a licensed trust company incorporated in Hong Kong

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

Hong Kong, 14 January 2025

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.