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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)

VOLUNTARY ANNOUNCEMENT CHANGE IN SHAREHOLDING STRUCTURE OF CONTROLLING SHAREHOLDER

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

THE REORGANISATION

The Company was informed by Tian Yuan Manganese that on 17 December 2025, due to an internal reorganisation of the shareholding in Tian Yuan Manganese, Ningxia TY Group and Ningxia TY Holding entered into a share transfer agreement, whereby Ningxia TY Group transferred its 100% equity interest in Tian Yuan Manganese to Ningxia TY Holding at nil consideration (the "**Reorganisation**"). The Company was further informed that the Reorganisation was completed on the same day (i.e. 17 December 2025).

Immediately prior to the Reorganisation, Tian Yuan Manganese directly held approximately 66.69% of the total issued shares of the Company. Tian Yuan Manganese was in turn directly held as to 100% by Ningxia TY Group, which was in turn directly held as to approximately 99.99% by Mr. Jia.

Upon completion of the Reorganisation and as at the date of this announcement, Tian Yuan Manganese is directly held as to 100% by Ningxia TY Holding, which is in turn directly held as to 100% by Ningxia TY Group (which is directly held as to approximately 99.99% by Mr. Jia). Tian Yuan Manganese continues to directly hold approximately 66.69% of the total issued shares of the Company.

Immediately prior to and upon completion of the Reorganisation, Tian Yuan Manganese remains as the direct controlling shareholder of the Company, and Mr. Jia remains as the ultimate controlling shareholder of the Company. The Board is of the view that the Reorganisation will not have any material impact on the management and operations of the Company.

IMPLICATIONS UNDER THE TAKEOVERS CODE

As Ningxia TY Holding indirectly acquired approximately 66.69% of the total issued shares of the Company upon completion of the Reorganisation, Ningxia TY Holding has applied for, and the Executive has granted, a waiver on the part of Ningxia TY Holding to make a general offer for all the issued shares of the Company as a result of the Reorganisation pursuant to Note 6(a) to Rule 26.1 of the Takeovers Code.

DEFINITIONS

In this announcement, the following expressions shall, unless the context otherwise requires, have the following meanings:

"Board"	the board of Directors
"Company"	China Tian Yuan Healthcare Group Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (Stock Code: 557)
"controlling shareholder"	has the meaning ascribed to it under the Listing Rules
"Director(s)"	the directors of the Company
"Executive"	the Executive Director of the Corporate Finance Division of the SFC or any of his delegate(s)
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"Mr. Jia"	Mr. Jia Tianjiang
"Ningxia TY Group"	Ningxia Tianyuan Manganese Industry Group Co., Ltd.* (寧夏天元錳業集團有限公司), a company established in the PRC with limited liability and a controlling shareholder of the Company. It is directly owned as to approximately 99.99% by Mr. Jia
"Ningxia TY Holding"	寧夏天元錳業股份有限公司, a company established in the PRC with limited liability and a controlling shareholder of the Company upon completion of the Reorganisation. It is directly wholly owned by Ningxia TY Group

"PRC"	the People's Republic of China, which for the purpose of this announcement, excludes the Hong Kong Special Administrative Region of the PRC, the Macau Special Administrative Region of the PRC and Taiwan
"SFC"	the Securities and Futures Commission of Hong Kong
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Takeovers Code"	the Code on Takeovers and Mergers issued by the SFC
"Tian Yuan Manganese"	Tian Yuan Manganese Limited, a company incorporated in the Cayman Islands with limited liability and a controlling shareholder of the Company. It was directly wholly owned by Ningxia TY Group immediately prior to the Reorganisation and has become directly wholly owned by Ningxia TY Holding upon completion of the Reorganisation
"%"	per cent

By order of the Board
China Tian Yuan Healthcare Group Limited
Dong Wei
Executive Director

Hong Kong, 29 December 2025

As at the date of this announcement, the Board is composed of five directors of which Ms. Dong Wei is the executive Director, Ms. He Mei is the non-executive Director and Mr. Yuen Kwok Kuen, Ms. Zhou Siqi and Mr. Li Jun are the independent non-executive Directors.

* *For identification purpose only*