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)

INSIDE INFORMATION
SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO
(1) DELAY IN PUBLICATION OF THE 2025 ANNUAL RESULTS;
AND
(2) CONTINUED SUSPENSION OF TRADING

Reference is made to the announcement (the "**Announcement**") published by Tian Yuan Group Holdings Limited (the "**Company**") on 27 March 2026 in relation to, among others, (i) the delay in publication of the 2025 Annual Results; (ii) possible delay in despatch of the 2025 Annual Report and (iii) postponement of the Board Meeting. Unless otherwise stated, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

The Company wishes to provide shareholders and investors of the Company with more information in relation to the audit issues in relation to the delay in publication of the 2025 Annual Results.

DETAILS OF THE AUDIT ISSUES

As disclosed in the Announcement, the Company received a letter from the Auditor (the "**Auditor's Letter**"), wherein it has addressed its concerns (the "**Concerns**") on the commercial rationale, the counterparties and any possible related party transactions of the Group's asphalt trading transactions conducted in the year ended 31 December 2025 (the "**Reporting Period**"), further details of which are as follows:

(a) Commercial rationale on the Group's asphalt trading business

During the Reporting Period, the Group had infrequent large amount asphalt trading transactions comprising 3 purchases and 5 sales with one supplier (the "**Supplier**") and two customers ("**Customer A**" and "**Customer B**", and collectively, the "**Customers**"). The Group's asphalt trading business is divided into two categories: (i) the trade of physical asphalt; and (ii) the trade of cargo ownership rights of asphalt.

During the Reporting Period, the Group's physical asphalt trading transactions recorded an unaudited revenue of approximately RMB155 million (net of tax) and an unaudited gross profit of approximately RMB6.7 million. The gross profit margin for these transactions was 4.3%, and the inventory turnover period exceeded three months.

Regarding the trade of cargo ownership rights of asphalt, the Group recorded an unaudited net revenue of approximately RMB0.9 million (net of tax) on an unaudited underlying sales of approximately RMB186 million.

Taking into consideration the considerable volume and monetary value of the asphalt transactions throughout the Reporting Period, and the transaction counterparties were highly concentrated, the Auditor was concerned about the significant capital concentration risk, the low gross profit margin and long inventory turnover days of the asphalt trading transactions.

Further, for the physical asphalt transactions, a connected person of the Company, namely, Maoming Tianyuan Petrochemical Company Limited* (茂名天源石化有限公司), a company incorporated in the PRC indirectly owned as to 99% by Mr. Yang Jinming ("**Mr. Yang**", an executive Director, the chairman of the Board, the chief executive officer and the controlling shareholder of the Company), has provided oil tanks leasing service for asphalt storage, quality checking, loading/unloading, and daily management to the Group. The Auditor is of the view that the Group has high reliance on this connected person.

(b) Counterparties of the Group's asphalt trading business

The Auditor also evaluated the counterparties involved in the Group's asphalt trading business, namely the Supplier and the Customers, by carrying out audit procedures including obtaining their mailing addresses from the Group's management and sending confirmation letters to those addresses, cross-referencing the confirmation letters reply addresses, the registered and communication addresses, performing on-site visits to those addresses, and checking on the ownership structure, shareholder and management history of these counterparties from third-party credit information online platform. Through these audit procedures, the Auditor noted that:

The Supplier

The mailing address of the Supplier was located in a residential area, and there was no actual business premises for the Supplier were found there. Furthermore, the reply address of the Supplier was a courier company's drop-off point did not match with its mailing address.

Customer A

A site visit to Customer A's address revealed a signboard for a different company, and no actual business premises for this customer were found.

Customer B

The mailing address of Customer B was located in a residential area with no actual business premises found, and its reply address was located in the same building as a connected person of the Company and a company that was a connected person of the Company during 2024.

Through the third-party credit information online platform, the Auditor also identified certain circumstances which led to the possibility that the Supplier and the Customers might be the associates of Mr. Yang and thus might be the connected persons of the Company. A summary of such circumstances are as follows:

The Supplier

Its registered address is located in the same compound (though in a different building) as three other companies controlled by Mr. Yang that are not part of the Group. The person in charge of the Supplier's finances in 2025 was also the legal representative of another company outside the Group where Mr. Yang serves as a director.

Customer A

Its registered address is in the same building (different unit) as a connected person of the Company, and a company that was a connected person of the Company during 2024.

Customer B

Mr. Yang previously had held shareholding in Customer B between 2015 and 2021, and Customer B has investment in various enterprises controlled by Mr. Yang. In February 2026, the legal representative of Customer B has changed to a person who shares the exact same name of an executive Director who served in the Company during 2025.

The Board has set up the Independent Investigation Committee, comprising all its independent non-executive Directors, on 30 March 2026. The Board, the Audit Committee and the Independent Investigation Committee are reviewing the Auditor's Letter and may take appropriate actions for the purpose of addressing the Concerns and safeguard the interest of the Group. The Board, after due and careful consideration, is of the view that it would not be appropriate at this time to publish the unaudited management accounts of the Group for the year ended 31 December 2025.

The Independent Investigation Committee is currently in the process of formulating appropriate actions to address the Concerns and identifying relevant external professional parties. As of the date of this announcement, the Board is not able to determine the expected date of announcement of the 2025 Annual Results.

CONTINUED SUSPENSION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange has been halted with effect from 9:05 a.m. on 26 March 2026 and will remain suspended until the trading of the Shares is allowed to resume by the Stock Exchange after the Company has published its 2025 Annual Results.

Further announcement(s) will be made as and when appropriate in respect of (i) the date of the Board Meeting; (ii) the date of publication of the 2025 Annual Results and/or the 2025 Annual Report; and (iii) any significant developments.

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

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

Hong Kong, 5 May 2026

As at the date of this announcement, the executive Directors are Mr. Yang Jinming, Ms. Tong Wai Man and Mr. Zhang Shiman, 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.