THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your licensed securities dealer or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **China Tian Yuan Healthcare Group Limited** ("the **Company**"), you should at once hand this circular with the enclosed form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

PROPOSALS INVOLVING
(1) GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND
(2) RE-ELECTION OF DIRECTORS
AND
(3) NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used shall have the same respective meanings as those defined in the section headed "Definitions" in this circular.

A letter from the board of directors of the Company is set out on pages 4 to 7 of this circular.

A notice convening the thirty-seventh annual general meeting of the Company ("**AGM**") to be held at 11/F., 80 Gloucester Road, Wanchai, Hong Kong on Monday, 29 June 2026 at 3 p.m. is set out on pages 13 to 17 of this circular.

A form of proxy for use at the AGM is enclosed with this circular.

Whether or not you are able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the principal office of the Company at 11/F., 80 Gloucester Road, Wanchai, Hong Kong or to the Company's branch registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof.

Completion and return of the form of proxy shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish, and in such event, the authority of your proxy shall be deemed to be revoked.

27 May 2026

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DEFINITIONS

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

"AGM"	the Thirty-seventh annual general meeting of the Company to be held at 11/F., 80 Gloucester Road, Wanchai, Hong Kong on Monday, 29 June 2026 at 3 p.m., notice of which is set out on pages 13 to 17 of this circular
"Board"	the board of Directors
"Cayman Companies Act"	the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
"close associate"	has the meaning ascribed to it by the Listing Rules
"Company"	China Tian Yuan Healthcare Group Limited, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on Main Board of the Stock Exchange (Stock Code: 557)
"core connected person"	has the meaning ascribed to it by the Listing Rules
"Director(s)"	the director(s) of the Company
"General Mandates"	the Issue Mandate and the Repurchase Mandate to be sought at the AGM as set out in the Notice of AGM
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC
"Issue Mandate"	the mandate to allot and issue Shares as set out in the Notice of AGM

"Latest Practicable Date"	21 May 2026, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplement or otherwise modified from time to time
"Memorandum and Articles of Association"	the memorandum and articles of association of the Company
"Notice of AGM"	the notice convening the AGM as set out at the end of this circular
"PRC"	the People's Republic of China, and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
"Proposals"	the proposals involving the granting of the General Mandates and the re-election of the retiring Directors
"Repurchase Mandate"	the mandate to repurchase Shares as set out in the Notice of AGM, in respect of which an explanatory statement is set out in Appendix I to this circular
"RMB"	Renminbi, the lawful currency of the PRC
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
"Share(s)"	ordinary share(s) of HK$1.00 each in the share capital of the Company
"Shareholder(s)"	shareholder(s) of the Company
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"substantial shareholder"	has the meaning ascribed to it by the Listing Rules

"Takeovers Code"	the Code on Takeovers and Mergers and Share Buy-back as amended from time to time and approved by the Securities and Futures Commission of Hong Kong
"%"	per cent.

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)

Executive Director:
Ms. Dong Wei
(Chairman and Chief Executive Officer)

Non-executive Director:
Ms. He Mei

Independent non-executive Directors:
Mr. Yuen Kwok Kuen
Ms. Zhou Siqi
Mr. Li Jun

Principal office:
11/F., 80 Gloucester Road
Wanchai
Hong Kong

Registered office:
c/o Maples and Calder
P.O. Box 309
Grand Cayman
Cayman Islands
British West Indies

27 May 2026

To the Shareholders

Dear Sir or Madam,

PROPOSALS INVOLVING (1) GRANTING OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES AND (2) RE-ELECTION OF DIRECTORS AND (3) NOTICE OF ANNUAL GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with information regarding resolutions to be proposed at the AGM relating to, among other things, (i) the granting of the General Mandates; and (ii) the re-election of the retiring Directors. The Notice of AGM is set out on pages 13 to 17 of this circular for approving the same.

ISSUE MANDATE

At the AGM, an ordinary resolution will be proposed to approve the granting of a fresh general mandate to the Directors to exercise the powers of the Company to allot, issue and deal with new Shares in the share capital of the Company up to 20% of the total number of issued Shares as at the date of the passing of the resolution. As at the Latest Practicable Date, there were 398,979,524 Shares in issue. Assuming that no Shares are issued or repurchased by the Company prior to the date of the AGM, such 20% will represent 79,795,904 Shares.

In addition, a further ordinary resolution will be proposed at the AGM to extend the authority to issue Shares under the Issue Mandate by an additional number representing such number of Shares repurchased under the Repurchase Mandate.

REPURCHASE MANDATE

Furthermore, at the AGM, an ordinary resolution will be proposed to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the total number of issued Shares as at the date of the passing of the resolution. As at the Latest Practicable Date, there were 398,979,524 Shares in issue. Assuming that no Shares are issued or repurchased by the Company prior to the date of the AGM, such 10% will represent 39,897,952 Shares.

An explanatory statement, as required under Rule 10.06(1)(b) of the Listing Rules to give all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution to approve the purchase by the Company of its own Shares, is set out in Appendix I to this circular.

Each of the Issue Mandate and the Repurchase Mandate will expire whichever is the earliest of: (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting (either unconditionally or subject to conditions).

RE-ELECTION OF DIRECTORS

In accordance with article 99 and article 116 of the Articles of Association, Ms. He Mei and Mr. Yuen Kwok Kuen shall retire by rotation at the AGM and, being eligible, have offered themselves for re-election as Directors at the AGM.

Details of the Directors proposed to be re-elected at the AGM are set out in Appendix II to this circular.

RE-APPOINTMENT OF AUDITORS

In the upcoming AGM, a resolution will be proposed to re-appoint Crowe (HK) CPA Limited as the auditors of the Company and for the Board to determine its remuneration. Based on the assumption that the expected audit scope, audit timetable and auditors' resources required in FY2026 will be similar to those in FY2025, the Audit Committee estimates the audit service fee for FY2026 will range from approximately HKD1.8 million to approximately HKD2.0 million. The final service fees shall be agreed between the Company and Crowe (HK) CPA Limited on an arm's length basis (if the re-appointment of Crowe (HK) CPA Limited as the auditor of the Company is approved by the Shareholders at the AGM).

AGM

A notice convening the AGM to be held at 11/F., 80 Gloucester Road, Wanchai, Hong Kong on Monday, 29 June 2026 at 3 p.m. is set out on pages 13 to 17 of this circular. According to Rule 13.39(4) of the Listing Rules, the vote of the Shareholders at the AGM will be taken by way of poll. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, none of the Shareholders is required to abstain from voting on the resolutions to be proposed at the AGM.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the principal office of the Company at 11/F., 80 Gloucester Road, Wanchai, Hong Kong or to the Company's branch registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or at any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM, or at any adjournment thereof (as the case may be) if you so wish, and in such event, the authority of your proxy shall be deemed to be revoked.

For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Wednesday, 24 June 2026 to Monday, 29 June 2026 (both days inclusive), during which period no transfer of Shares will be registered. Shareholders whose names appear on the register of members of the Company at the record date on Monday, 29 June 2026 are entitled to attend and vote at the AGM. In order for a Shareholder to be eligible to attend and vote at the AGM, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 23 June 2026.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board believes that the Proposals are in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of all the resolutions as set out in the Notice of AGM.

Yours faithfully,
For and on behalf of the Board
China Tian Yuan Healthcare Group Limited
Dong Wei
Executive Director

This Appendix serves as the explanatory statement required under Rule 10.06(1)(b) of the Listing Rules to provide the Shareholders with all the information necessary for their consideration of the Repurchase Mandate.

SHARE CAPITAL

As at the Latest Practicable Date, the number of Shares in issue was 398,979,524. Exercise in full of the Repurchase Mandate, on the basis that no further Shares are issued or repurchased prior to the date of the AGM, could accordingly result in up to 39,897,952 Shares being repurchased by the Company. The Repurchase Mandate shall, unless revoked or varied by the Company in general meeting, take effect upon approval by the Shareholders until the conclusion of the next annual general meeting of the Company.

REASONS FOR REPURCHASE

The Directors consider that the Repurchase Mandate will provide the Company with such flexibility to make repurchase of its own Shares as and when appropriate and beneficial to the Company. Such repurchases may enhance the net asset value of the Company and/or earnings per Share. The Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company as compared with the position disclosed in the latest published audited financial statements of the Company for the year ended 31 December 2025, in the event that the proposed purchases were to be carried out in full during the proposed purchase period. No purchase would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

FUNDING OF REPURCHASE

Repurchases must be funded out of funds legally available for such purchase in accordance with the applicable laws of the Cayman Islands, the Articles of Association and the Listing Rules.

The Cayman Companies Law provides, inter alia, that shares may only be purchased out of the profits of a company or out of the proceeds of a fresh issue of shares made for the purpose of the repurchase or, in the manner provided for therein, out of capital.

DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates, has any present intention to sell any of the Shares to the Company if the Repurchase Mandate is approved by the Shareholders.

No core connected person of the Company has notified the Company that he/she has a present intention to sell Shares to the Company nor has he/she undertaken not to sell any of the Shares held by him/her to the Company in the event that the Company is authorised to make repurchases of Shares.

UNDERTAKING OF THE DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, all applicable laws of the Cayman Islands and the Articles of Association.

EFFECT OF THE TAKEOVERS CODE

A repurchase of securities by the Company may result in an increase in the proportionate interests of a Shareholder in the voting rights of the Company, which will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert (as defined in the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date and to the best of the knowledge and belief of the Directors based on the register kept by the Company under Section 336 of the SFO, Tian Yuan Manganese Limited, is a wholly-owned subsidiary of Ningxia Tianyuan Holding Co., Ltd, which in turn is a wholly-owned subsidiary of Ningxia Tianyuan Manganese Industry Group Co., Ltd, which is owned as to 99.99% by Mr. JIA Tianjing, held an aggregate of 266,069,294 Shares, representing about 66.69% of the existing issued share capital of the Company. Upon full exercise of the Repurchase Mandate and assuming that no further Shares are issued or repurchased prior to the date of the AGM, their aggregate shareholding would be increased to about 74.10%. Such an increase would not give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors are not aware of any Shareholder, or a group of Shareholders acting in concert, who may become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code in the event that the Directors exercise the power to repurchase Shares pursuant to the Repurchase Mandate.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the issued share capital would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	Per Share	
Month	**Highest**	**Lowest**
	HK$	*HK$*
2025		
June	0.99	0.77
July	0.89	0.78
August	0.89	0.69
September	0.89	0.88
October	0.88	0.82
November	0.85	0.78
December	0.79	0.70
2026		
January	0.81	0.63
February	0.71	0.70
March	0.80	0.41
April	0.54	0.47
May (up to the Latest Practicable Date)	0.49	0.43

SHARE REPURCHASES MADE BY THE COMPANY

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the 6 months preceding the Latest Practicable Date.

UNUSUAL FEATURES

Neither the explanatory statement contained in Appendix I to this circular nor the proposed share repurchase has any unusual features.

The biographical and other details of the retiring Directors standing for re-election at the AGM as required by the Listing Rules are set out below:

Ms. He Mei, *aged 40*
Non-executive Director

Ms. He Mei ("**Ms. He**") was appointed as a non-executive Director of the Company with effect from 19 July 2019.

Ms. He obtained a bachelor's degree in finance from the University of International Business and Economics (China) in 2007 and completed a postgraduate study in economic law at China University of Political Science and Law in 2013. She is a certified public accountant in China. Ms. He has over 15 years of experience in auditing, asset management, investment project risk management and financing institution operation and management services.

Save as disclosed above, Ms. He (i) has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (ii) does not hold any other positions in the Group; and (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company.

As at the Latest Practicable Date, Ms. He does not have or is not deemed to have any interest in the Shares or underlying Shares of the Company or its associated corporations within the meaning of Part XV of the SFO.

Ms. He has entered into a service agreement with the Company as a non-executive Director for a term of 2 years commencing from 19 July 2025, which is renewable upon expiry and subject to retirement by rotation in accordance with the Articles of Association. Upon the resolution to re-elect Ms. He as a non-executive Director being passed at the AGM, Ms. He will enter into a renewed service agreement with the Company for a term of 2 years commencing from 19 July 2027. Ms. He is entitled to a fixed salary of HK$50,000 per annum and a discretionary bonus as may be approved by the Board. Her emoluments were recommended by the remuneration committee of the Company and determined by the Board with reference to her duties and responsibilities with the Company, her experiences, the Company's performance and the prevailing market conditions. Ms. He did not receive any other emoluments from the Company for the year ended 31 December 2025.

Mr. Yuen Kwok Kuen, *aged 52*
Independent non-executive Director

Mr. Yuen Kwok Kuen ("**Mr. Yuen**") was appointed as an independent non-executive Director of the Company with effect from 19 August 2016. On 9 September 2016, Mr. Yuen was appointed as the Chairman of the Audit Committee and members of the Nomination Committee and Remuneration Committee of the Company.

Mr. Yuen obtained the Bachelor of Business from Monash University (Australia) in 1998 and is a certified public accountant of the Hong Kong Institute of Certified Public Accountants and the CPA Australia respectively. Mr. Yuen has over 20 years of experience in audit, tax, initial public offering, mergers and acquisitions and corporate services. Mr. Yuen was the company secretary of Shenzhou Space Park Group Limited (formerly known as China Household Holdings Limited), which was listed on the Hong Kong Stock Exchange (Stock Code: 692) and delisted on 10 December 2019.

Saved as disclosed above, Mr. Yuen (i) has not served in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the past 3 years; (ii) does not hold any other positions in the Group; and (iii) does not have any relationship with any Directors, senior management, substantial or controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Yuen has also confirmed (a) his independence as regards to each of the factors contained in Rules 3.13(1) to (8) of the Listing Rules; (b) that he had no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected persons (as defined in the Listing Rules) of the Company; and (c) that there are no other factors that may affect his independence at the time of his re-election. The Board considers that he meets the requirements of independence as set out in Rule 3.13 of the Listing Rules.

As the Latest Practicable Date, Mr. Yuen does not have or is not deemed to have any interest in the Shares or underlying Shares of the Company or its associated corporations within the meaning of Part XV of the SFO. Mr. Yuen has entered into a service agreement with the Company as an independent non-executive Director for a term of 2 years commencing from 19 August 2024, which is renewable upon expiry and subject to retirement by rotation in accordance with the Articles of Association. Upon the resolution to re-elect Mr. Yuen as an independent non-executive Director being passed at the AGM, Mr. Yuen will enter into a renewed service agreement with the Company for a term of 2 years commencing from 19 August 2026. Mr. Yuen is entitled to a fixed salary of HK$180,000 per annum and a discretionary bonus as may be approved by the Board. His emoluments were recommended by the remuneration committee of the Company and determined by the Board with reference to his duties and responsibilities with the Company, his experiences, the Company's performance and the prevailing market conditions. Mr. Yuen did not receive any other emoluments from the Company for the year ended 31 December 2025.

To the best of the knowledge having made all reasonable enquires, the Board confirms that, save as disclosed above, there is no other information relating to any of Ms. He Mei and Mr. Yuen Kwok Kuen, which needs to be disclosed pursuant to any of the requirements of paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules. Further, there are no other matters which need to be brought to the attention of the Shareholders.

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)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the thirty-seventh annual general meeting (the "**Meeting**") of China Tian Yuan Healthcare Group Limited (the "**Company**") will be held at 11/F., 80 Gloucester Road, Wanchai, Hong Kong on Monday, 29 June 2026 at 3 p.m. for the following purposes:

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditors for the year ended 31 December 2025.

2. (a) To re-elect Ms. He Mei as a non-executive director.

   (b) To re-elect Mr. Yuen Kwok Kuen as an independent non-executive director.

   (c) To authorise the board of directors to fix the directors' remuneration for the year ending 31 December 2026.

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.

To consider and, if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions of the Company:

4. "**THAT**:

(a) subject to paragraph (c) below, the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as hereinafter defined) of all powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make and grant offers, agreements and options which would or might require shares to be allotted after the end of the Relevant Period;

(c) the total number of shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to shares issued as a result of a Rights Issue (as hereinafter defined) or pursuant to the exercise of options under the share option scheme of the Company or any shares allotted in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company, shall not exceed 20% of the total number of issued shares of the Company as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting (either unconditionally or subject to conditions).

"Rights Issue" means an offer of shares open for a period fixed by the Directors to holders of shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or legal or practical problems under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong)."

5. "**THAT**:

(a) subject to paragraph (b) below, the exercise by the directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to purchase its own shares, subject to and in accordance with all applicable laws and the requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, be and is hereby generally and unconditionally approved;

(b) the total number of shares which may be purchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the total number of issued shares of the Company as at the date of the passing of this resolution, and the said approval be limited accordingly; and

(c) for the purposes of this resolution:

"Relevant Period" means the period from the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or any applicable laws of the Cayman Islands to be held; or

(iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting (either unconditionally or subject to conditions)."

6. "**THAT** subject to the passing of resolutions numbered 4 and 5 set out in the notice convening the Meeting, the total number of shares which are purchased by the Company pursuant to the authority granted to the directors of the Company (the "**Directors**") as mentioned in resolution numbered 5 set out in the notice convening the Meeting shall be added to the total number of shares that may be allotted or agreed to be allotted by the Directors pursuant to resolution numbered 4 set out in the notice convening the Meeting, provided that such amount shall not exceed 10% of aggregate amount of the issued shares of the Company on the date of the passing of this resolution."

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

Hong Kong, 27 May 2026

Notes:

(1) A form of proxy for use at the Meeting is enclosed herewith. To be valid, the instrument appointing a proxy must be in writing under the hand of the appointor or of his/her/its attorney authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer, attorney or other person duly authorised.

(2) Any member of the Company entitled to attend and vote at the Meeting or its adjourned meeting (as the case may be) shall be entitled to appoint another person as his/her/its proxy to attend and vote instead of him/her/it. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company but must be present in person at the Meeting to represent the member. A member may appoint more than one proxy to attend on the same occasion. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of each such proxy is so appointed.

(3) The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Company's principal office at 11/F., 80 Gloucester Road, Wanchai, Hong Kong or to the Company's branch registrar, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time for holding the Meeting or the adjourned meeting thereof (as the case may be), and in default the instrument of proxy shall not be treated as valid.

(4) Completion and return of the form of proxy shall not preclude a shareholder of the Company from attending and voting in person at the Meeting or any adjournment thereof and in such event, the form of proxy will be deemed to be revoked.

(5) Where there are joint registered holders of any share, any one of such joint holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he/she/it were solely entitled thereto; but if more than one of such joint holders be present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

(6) The resolution set out in this notice of the Meeting will be taken by poll pursuant to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

(7) In respect of the ordinary resolution numbered 2 above, Ms. He Mei and Mr. Yuen Kwok Kuen being eligible, offered themselves for re-election. Details of the Directors proposed to be re-elected at the Meeting are set out in Appendix II to the circular of the Company dated 27 May 2026.

(8) For determining the entitlement for the members of the Company to attend and vote at the Meeting, the register of members of the Company will be closed from Wednesday, 24 June 2026 to Monday, 29 June 2026 (both days inclusive), during which period no transfer of shares will be registered. Shareholders whose names appear on the register of members of the Company at the record date on Monday, 29 June 2026 are entitled to attend and vote at the AGM. In order for a shareholder of the Company to be eligible to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 23 June 2026.

(9) If tropical cyclone warning signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the website of Company at http://aplushk.com/clients/00557ChinaTianYuan and on the HKExnews website at www.hkexnews.hk to notify the members of the Company of the date, time and place of the re-scheduled meeting.

If a tropical cyclone warning signal No. 8 or above or a "black" rainstorm warning signal is lowered or cancelled at or before 7:00 a.m. on the date of the Meeting and where conditions permit, the Meeting will be held as scheduled.

The Meeting will be held as scheduled when an amber or "red" rainstorm warning signal is in force.

After considering their own situations, the members of the Company shall decide on their own whether or not they would attend the Meeting under any bad weather condition and if they do so, they are advised to exercise care and caution.

As at the date of this notice, the board of directors of the Company 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.