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## **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)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of Tian Yuan Group Holdings Limited (the “**Company**”) will be held at 3:00 p.m. on Monday, 16 January 2023 at Conference Room, 13th Floor, Academic Exchange Center, Intersection of Panzhou Avenue and Yingbin Avenue, Dianhai Street, Dianbai District, Maoming City, Guangdong Province, People’s Republic of China, to consider and, if thought fit, to pass with or without amendments, the following resolution:

#### **AS ORDINARY RESOLUTION**

**“THAT:**

- (i) the trade framework agreement (the “**Trade Framework Agreement**”) entered into among the Company and Maoming Tianyuan Trade Development Company Limited\* (茂名市天源商貿發展有限公司) on 1 November 2022, a copy of which has been produced to the EGM marked “A” and initialled by the chairman of the Meeting for identification purposes, and the relevant transactions and annual caps contemplated thereunder as set out in the circular of the Company dated 29 December 2022 be and are hereby confirmed, ratified and approved; and

- (ii) any one or more of the directors of the Company be and is hereby authorised to do all such further acts and things, negotiate, approve, agree, sign, initial, ratify and/or execute such further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Trade Framework Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 29 December 2022

\* *For identification purpose only*

*Notes:*

1. Any member entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy needs not be a member of the Company.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong or via the designated URL (<https://spot-emeeting.tricor.hk>) by using the username and password provided on the notification letter sent by the Company on 29 December 2022 not less than 48 hours before the time for holding the meeting or adjourned meeting. Completion and return of the form of proxy shall not preclude members from attending and voting at the Meeting and in such event, the instrument appointing to proxy shall be revoked.
3. For the purpose of identifying shareholders of the Company who are entitled to attend the Meeting, the register of members of the Company will be closed from Wednesday, 11 January 2023 to Monday, 16 January 2023 (both dates inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for attending the Meeting, all transfers, accompanied by the relevant share certificates, have to be lodged with the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, not later than 4:30 p.m. on Tuesday, 10 January 2023.
4. Where there are joint holders of any share, any one of such holders may vote at the Meeting, either in person or by proxy, in respect of such shares as if he were solely entitled to vote, but if more than one of such joint holders are present at the Meeting in person or by proxy, the person so present whose name stands first in the register of members of the Company in respect of such share shall alone be entitled to vote in respect of it.
5. The votes at the above mentioned meeting will be taken by poll.

6. Due to the recent development of the epidemic Coronavirus Disease 2019, the Company will implement additional precautionary measures at the Extraordinary General Meeting including, without limitation:

- compulsory body temperature check
- compulsory wearing of surgical face mask
- no distribution of corporate gifts and no serving of refreshments

Any person who does not comply with the precautionary measures may be denied entry into the Meeting venue. The Company wishes to advise Shareholders that you may appoint the Chairman of the Meeting as your proxy to vote on the relevant resolutions at the Meeting as an alternative to attending the Meeting in person.

*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.*