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China TianYF Holdings Group Limited

中國天億福控股集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8196)

PROPOSED ADOPTION OF THE NEW MEMORANDUM AND ARTICLES

China TianYF Holdings Group Limited (the “**Company**”) proposes to amend its memorandum of association and articles of association currently in force (collectively, the “**Existing Memorandum and Articles**”) to, among others, comply with the core shareholder protection standards as set out in Appendix 3 of the Rules Governing the Listing of Securities on the GEM of the Stock Exchange (the “**GEM Listing Rules**”); and align with certain updates in relation to the applicable laws of the Cayman Islands and the GEM Listing Rules and other house-keeping amendments (collectively, the “**Proposed Amendments**”).

In view of the Proposed Amendments, the Board proposes to adopt the second amended and restated memorandum of association and the second amended and restated articles of association (collectively, the “**New Memorandum and Articles**”), which shall consolidate all the Proposed Amendments, in substitution for and to the exclusion of the Existing Memorandum and Articles.

The Proposed Amendments and the adoption of the New Memorandum and Articles are subject to the approval of the shareholders of the Company by way of a special resolution to be proposed at the forthcoming annual general meeting of the Company.

Details of the Proposed Amendments and the New Memorandum and Articles will be set out in the circular to be despatched to the shareholders of the Company in due course together with a notice of the annual general meeting.

By Order of the Board
China TianYF Holdings Group Limited
XIE Yang
Chairman

Guangzhou, PRC, 22 March 2023

As at the date of this announcement, the executive Directors are Mr. XIE Yang, Mr. GAO Xue Feng, Mr. ZHAO Yan Wei and Mr. HE Xuan Xi; the non-executive Director is Ms. GONG Lan Lan and the independent non-executive Directors are Ms. BAI Shuang, Mr. HA Cheng Yong and Mr. TSE Chi Wai.

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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 announcement 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 announcement misleading.

This announcement will remain on the “Latest Listed Company Announcements” page of the Stock Exchange website at www.hkexnews.hk for at least 7 days from the date of its posting and be posted on the website of the Company at www.greatwater.com.cn.