

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 stockbroker 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 TianYF Holdings Group Limited** (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**(1) PROPOSED CHANGE OF COMPANY NAME;
AND
(2) NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening an extraordinary general meeting of the Company to be held at 5/F, No. 18 Keyan Road, Science City, High-tech Industrial Development Zone, Guangzhou, PRC on Wednesday, 7 February 2024 at 10:30 a.m. (the “**EGM**”) is set out on pages 7 to 9 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the form of proxy in accordance with the instructions printed thereon and return the same to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. Monday, 5 February 2024 at 10:30 a.m.) before the time appointed for holding of the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

This circular, for which the directors of the Company (“**Directors**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (“**Stock Exchange**”) 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 in this circular misleading.

This circular will remain on the “Latest Company Announcement” page on the website of the Stock Exchange at www.hkexnews.hk for at least seven days from the day of its posting and on the Company’s website at www.greatwater.com.cn.

18 January 2024

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
LETTER FROM THE BOARD	2
NOTICE OF EGM	7

DEFINITIONS

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

“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “China TianYF Holdings Group Limited” to “Futian Holdings Limited” and its dual foreign name in Chinese from “中國天億福控股集團有限公司” to “福田股份有限公司”
“Companies Ordinance”	the Companies Ordinance (Chapter 622 of the Laws of Hong Kong)
“Company”	China TianYF Holdings Group Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the GEM of the Stock Exchange (stock code: 8196)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened and held at 5/F, No. 18 Keyan Road, Science City, High-tech Industrial Development Zone, Guangzhou, PRC on Wednesday, 7 February 2024 at 10:30 a.m. or any adjournment thereof, notice of which is set out on pages 7 to 9 of this circular
“GEM”	the GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM of the Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	Monday, 15 January 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“PRC”	the People’s Republic of China
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

LETTER FROM THE BOARD

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)

Executive Directors:

Mr. Xie Yang

(Chairman and Chief Executive Officer)

Mr. He Xuanxi

Ms. Liu Chujun

Independent Non-executive Directors:

Mr. Ha Chengyong

Mr. Tse Chi Wai

Ms. Bai Shuang

Registered office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman, KY1-1111

Cayman Islands

Principal place of business

in Hong Kong:

Suite A, 20/F

Wah Hen Commercial Centre

383 Hennessy Road

Hong Kong

*Headquarters and principal place of
business in the PRC:*

No. 18 Keyan Road

Science City

High-tech Industrial Development Zone

Guangzhou, PRC

18 January 2024

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED CHANGE OF COMPANY NAME;

AND

(2) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide you with, amongst other things, information regarding the proposal to seek the approval of the Shareholders by way of special resolution at the EGM for the proposed Change of Company Name and to give you notice of the EGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “China TianYF Holdings Group Limited” to “Futian Holdings Limited” and its dual foreign name in Chinese from “中國天億福控股集團有限公司” to “福田股份有限公司”.

Conditions for the proposed Change of Company Name

The proposed Change of Company Name is subject to the satisfaction of the following conditions:

1. the passing of a special resolution by the Shareholders at the EGM approving the proposed Change of Company Name; and
2. the Registrar of Companies in the Cayman Islands approving the proposed Change of Company Name by issuing a certificate of incorporation on change of name.

Subject to the satisfaction of the conditions set out above, the proposed Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands registers the new English name and the dual foreign name in Chinese of the Company in place of the existing English name and dual foreign name in Chinese of the Company as evidenced by the issuance of a certificate of incorporation on change of name by the Registrar of Companies in the Cayman Islands. The Company will then carry out all necessary filing or registration procedures with the Companies Registry in Hong Kong.

Reasons for the proposed Change of Company Name

The Board considers that the proposed Change of Company Name will provide the Company with a new corporate image and better reflect the Company’s new strategic plan and the direction of its future development. As such, the proposed Change of Company Name is in the best interests of the Company and Shareholders as a whole.

Effects of the proposed Change of Company Name

The proposed Change of Company Name will not affect any rights of the Shareholders or the Company’s daily business operation and its financial position.

All existing share certificates of the Company in issue bearing the existing name of the Company will, upon the proposed Change of Company Name becoming effective, continue to be evidence of title to such shares of the Company and will remain valid for trading, settlement, registration and delivery purposes.

There will not be any arrangement for the exchange of the existing share certificates for new share certificates bearing the new name of the Company. Upon the proposed Change of Company Name becoming effective, all new share certificates will be issued only in the new name of the Company.

LETTER FROM THE BOARD

In addition, subject to confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the GEM of the Stock Exchange will also be changed after the proposed Change of Company Name becoming effective.

EGM

The Company will convene the EGM at 5/F, No. 18 Keyan Road, Science City, High-tech Industrial Development Zone, Guangzhou, PRC on Wednesday, 7 February 2024 at 10:30 a.m. for the purpose of considering and if thought fit, approving the special resolution proposed in the notice of the EGM as set out on pages 7 to 9 of this circular.

A form of proxy for use in connection with the EGM is enclosed herewith. Whether or not you intend to be present and vote at the EGM, you are requested to complete the enclosed form of proxy in accordance with the instructions printed thereon and return it to the Company's Hong Kong branch share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours (i.e. Monday, 5 February 2024 at 10:30 a.m.) before the time appointed for the holding of the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the EGM, or any adjournment thereof, in person should you so wish and in such event, the authority of your proxy shall be deemed to be revoked.

Subject to prior registration and completion of identity verification, Shareholders may view, speak at and listen to the EGM through a live webcast (the “**Webcast**”) which can be accessed using computers, mobile phones or any browser-enabled electronic or communication devices. Any Shareholder who wishes to access the EGM by Webcast must send his/her full name, phone number and registered address to this email address: **is-enquiries@hk.tricorglobal.com** not later than 48 hours (i.e. Monday, 5 February 2024 at 10:30 a.m.) before the appointed time and date of the EGM or any adjournment thereof. Shareholders may be required to produce identification documents to show identity and enable the Company to check against its Shareholders' records.

Shareholders having completed registration and identity verification will be provided the web link and/or password to access the Webcast at the start of the EGM until conclusion. Shareholders who are given the web link and/or password of the Webcast should not share such information with anyone else. Shareholders having completed registration and identity verification can submit questions to the Board in advance of the EGM via this email address: **is-enquiries@hk.tricorglobal.com**. Shareholders having completed registration and identity verification can also submit questions during the EGM through the message board of the Webcast. Subject to the discretion of the Chairman of the EGM as to the proper conduct of the meetings, questions relevant to the business of the EGM will be addressed by the Chairman of the EGM during the EGM.

No remote voting system will be provided at the Webcast. For the avoidance of doubt, presence at the Webcast is not counted as quorum or attendance of the EGM, and will not revoke any proxy instrument previously delivered to the Company by the same Shareholder.

LETTER FROM THE BOARD

If any Shareholder has any question on the arrangements of the EGM, please contact the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, at the following:

Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Email: is-enquiries@hk.tricorglobal.com
Telephone: (852) 2980-1333 from 9:00 a.m. to 5:00 p.m.
(Monday to Friday, excluding Hong Kong public holidays).

CLOSURE OF REGISTER OF MEMBERS

For the purpose of ascertaining the right of Shareholders to attend and vote at the forthcoming EGM to be held on Wednesday, 7 February 2024, the register of members of the Company will be closed from Friday, 2 February 2024 to Wednesday, 7 February 2024, both days inclusive, during such period, no transfer of Shares will be registered. In order to qualify for attending and voting at the forthcoming EGM, all transfers documents accompanied by the relevant share certificates must be deposited with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 1 February 2024.

GEM LISTING RULES REQUIREMENT

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, all resolutions will be put to vote by way of poll at the EGM. An announcement on the poll results will be made by the Company after the conclusion of the EGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, no Shareholder is required to abstain from voting on the resolutions to be proposed at the EGM.

TYPHOON AND RAINSTORM ARRANGEMENTS

In case (1) typhoon signal number 8 or above is hoisted, or a black rainstorm warning signal or "extreme conditions caused by a super typhoon" announced by the Government of Hong Kong is/are in force in Hong Kong, or (2) red typhoon warning signal or red rainstorm signal announced by the Meteorological Bureau of Shenzhen Municipality is/are in force in Guangdong Province, the PRC, being the place of which the EGM will be held, at or at any time after 9:00 a.m. on the date of the EGM, the EGM will be adjourned. The Company will post an announcement on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.greatwater.com.cn>) to notify Shareholders of the date, time and place of the adjourned EGM.

The meeting will be held as scheduled when an amber or red rainstorm warning signal is in force in Hong Kong. Shareholders should decide on their own whether they would attend the EGM under bad weather conditions bearing in mind their own situation.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, 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 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 Directors consider that the proposed Change of Company Name is in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the special resolution to be proposed at the EGM.

Yours faithfully,
By order of the Board
China TianYF Holdings Group Limited
中國天億福控股集團有限公司
XIE Yang
Chairman

NOTICE OF EGM

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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**EGM**”) of China TianYF Holdings Group Limited (the “**Company**”) will be held at 5/F, No. 18 Keyan Road, Science City, High-tech Industrial Development Zone, Guangzhou, PRC on Wednesday, 7 February 2024 at 10:30 a.m. for the following purposes:

Special Resolution

To consider and, if thought fit, passing the following resolution as a special resolution:

1. “**THAT** the English name of the Company be changed from “China TianYF Holdings Group Limited” to “Futian Holdings Limited” and its dual foreign name in Chinese be changed from “中國天億福控股集團有限公司” to “福田股份有限公司” (the “**Change of Company Name**”), with effect from the date on which the new English name and the dual foreign name in Chinese of the Company being entered in the register maintained by the Registrar of Companies in the Cayman Islands, and any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they may consider necessary, desirable or expedient for the purpose of, or in connection with the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the Board

China TianYF Holdings Group Limited

中國天億福控股集團有限公司

XIE Yang

Chairman

Guangzhou, PRC, 18 January 2024

NOTICE OF EGM

Registered office:
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman, KY1-1111
Cayman Islands

*Principal place of business
in Hong Kong:*
Suite A, 20/F
Wah Hen Commercial Centre
383 Hennessy Road
Hong Kong

*Headquarters and principal place of
business in the PRC:*
No. 18 Keyan Road
Science City
High-tech Industrial Development Zone
Guangzhou, PRC

Notes:

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote on his/her/its behalf. A proxy needs not be a member of the Company
2. Where there are joint registered holders of any share (the “Share(s)”) of the Company, any one of such persons may vote at the EGM, 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 holders be present at the EGM, whether 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 thereto.
3. A form of proxy use at the EGM is enclosed herewith.
4. In order to be valid, the form of proxy must be deposited by hand or by post at Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, together with the power of attorney or other authority, if any, under which it is signed or a notarial certified copy of such power or attorney, not less than 48 hours (i.e. Monday, 5 February 2024 at 10:30 a.m.) before the time appointed for holding the EGM or the adjourned meeting (as the case may be).
5. Shareholders or their proxies shall produce their identity documents when attending the EGM.
6. Shareholders or proxies attending the EGM should state clearly, in respect of each resolution requiring a vote, whether they are voting for or against the resolution. Abstention votes will not be regarded by the Company as having voting rights for the purpose of vote counts.
7. For the purpose of ascertaining the right of Shareholders to attend and vote at the forthcoming EGM to be held on Wednesday, 7 February 2024, the register of members of the Company will be closed from Friday, 2 February 2024 to Wednesday, 7 February 2024, both days inclusive, during such period, no transfer of Shares will be registered. In order to qualify for attending and voting at the forthcoming EGM, all transfers documents accompanied by the relevant share certificates must be deposited with the branch share registrar of the Company in Hong Kong, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Thursday, 1 February 2024.

In case (1) typhoon signal number 8 or above is hoisted, or a black rainstorm warning signal or “extreme conditions caused by a super typhoon” announced by the Government of Hong Kong is/are in force in Hong Kong, or (2) red typhoon warning signal or red rainstorm signal announced by the Meteorological Bureau of Shenzhen Municipality is/are in force in Guangdong Province, the PRC, being the place of which the EGM will be held, at or at any time after 9:00 a.m. on the date of the EGM, the EGM will be adjourned. The Company will

NOTICE OF EGM

post an announcement on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (<http://www.greatwater.com.cn>) to notify Shareholders of the date, time and place of the adjourned EGM.

The EGM will be held as scheduled when an amber or red rainstorm warning signal is in force in Hong Kong. Shareholders should decide on their own whether they would attend the EGM under bad weather conditions bearing in mind their own situation.

As at the date of this notice, the executive Directors are Mr. XIE Yang, Mr. HE Xuanxi and Ms. LIU Chujun; and the independent non-executive Directors are Ms. BAI Shuang, Mr. HA Chengyong and Mr. TSE Chi Wai.

This notice, 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 notice 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 in this notice misleading.

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