

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

**FURTHER DELAY IN PUBLICATION OF AUDITED ANNUAL RESULTS
AND DESPATCH OF 2019 ANNUAL REPORT AND
POSTPONEMENT OF 2020 ANNUAL GENERAL MEETING**

Reference is made to the announcement of the Company dated 30 March 2020 in relation to the unaudited annual results of the Company for the year ended 31 December 2019 (the “**Unaudited Annual Results Announcement**”) and 4 May 2020 in relation to the delay in publication of audited annual results for the year ended 31 December 2019 and dispatch of 2019 annual report (the “**Delay Announcement**”). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Unaudited Annual Results Announcement and the Delay Announcement.

As disclosed in the Unaudited Annual Results Announcement, the auditing process for the annual results for the year ended 31 December 2019 has not been completed in light of the quarantine measures and travel restrictions imposed due to the outbreak of the novel coronavirus (COVID-19) epidemic.

As disclosed in the Delay Announcement, the Company’s external auditor required additional time to complete the audit work for subsidiaries and the audit work was expected to be completed at the end of May 2020 and the publication of Audited Annual Results Announcement and the dispatch of the 2019 annual report would be completed on or before 15 June 2020. However, as there is only limited number of staffs working at office for the subsidiaries in the United States of America (“US”), the progress on audit works of these subsidiaries is still behind schedule. The Company had communicated with the US staffs and requested their cooperation with our external auditors and the Company expects that the audit work will be completed in the mid of June 2020 and the publication of the Audited Annual Results Announcement and the dispatch of the 2019 annual report will be completed on or before 30 June 2020.

The Company has already made applications to the Stock Exchange for a waiver from strict compliance with Rule 13.46(2)(a) of the Listing Rules to postpone the publication of the Audited Annual Results Announcement and the dispatch of 2019 annual report and on 10 June 2020, the Stock Exchange granted the waiver that the Company will dispatch the annual report for the year ended 31 December 2019 on or before 30 June 2020.

Postponement of 2020 AGM

Pursuant to Rule 13.46(2)(b) of the Listing Rules, the Company is required to lay its audited financial statements for the year ended 31 December 2019 before its shareholders at its 2020 annual general meeting (“**AGM**”) within a period of 6 months after such financial year end (i.e. 30 June 2020). Also, pursuant to the Company’s articles of association (the “**Article**”), the Company shall in each year hold a general meeting as its AGM and not more than fifteen months shall elapse between one AGM and that of the next (i.e. 28 September 2020, given that the last AGM was held on 28 June 2019). However, due to the delay in publication of the Audited Annual Results Announcement and the dispatch of 2019 annual report on or before 30 June 2020, the 2020 AGM should be hence postponed to around 7 August 2020 to 14 August 2020. The Company considers that the delay in publication of the Audited Annual Results Announcement and the dispatch of 2019 annual report and the postponement of 2020 AGM will not contravene the relevant requirements under the laws and regulations in Cayman Islands and the Company’s Article. The Company has made an application to the Stock Exchange for a waiver from strict compliance with Rule 13.46(2)(b) of the Listing Rules and on 10 June 2020, the Stock Exchange granted the waiver.

Further announcement(s) will be made by the Company as and when necessary in case of any other material development in the completion of the auditing process and the publication of the Audited Annual Results Announcement and the 2019 annual report and the date of the 2020 AGM.

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

By order of the board
China Tian Yuan Healthcare Group Limited
Zhang Xian
Executive Director

Hong Kong, 11 June 2020

As at the date of this announcement, the Board is composed of eight directors of which Mr. Wang Huabing (chairman) and Ms. Zhang Xian are the executive directors, Ms. He Mei, Mr. Zhang Yupeng and Mr. Zhou Yuan are the non-executive directors and Mr. Hu Baihe, Mr. Yuen Kwok Kuen and Mr. Guo Jingbin are the independent non-executive directors.