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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)**

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

Reference is made to the announcement of China Tian Yuan Healthcare Group Limited (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 and 11 June 2020 in relation to the delay in publication of audited annual results for the year ended 31 December 2019 (the “**2019 Annual Results**”), dispatch of 2019 annual report (the “**2019 Annual Report**”) and postponement of 2020 annual general meeting (“**2020 AGM**”) (the “**Delay Announcements**”). 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 Announcements.

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 Announcements, as there was only limited number of staffs working at office for the subsidiaries in the United States of America (“**US**”) and therefore, the progress on audit works of these subsidiaries was behind schedule, the Company’s external auditor required additional time to complete the audit work for subsidiaries and the audit work was expected to be completed in the mid of June 2020 and the publication of 2019 Annual Results and the dispatch of the 2019 Annual Report would be completed on or before 30 June 2020.

However, the preventive measures and restrictions have still been put in place in the US with more than 2 million confirmed cases impeded the accounting staffs from restoring to our expected working level at office and therefore additional time is required to obtain and examine relevant documents and supporting from the US staffs and complete audit field works. We have further communicated and requested our US subsidiaries to strengthen the cooperation with external auditors and further enhance the efficiency in audit works and the audit procedures in the US are now expected to be completed on or before 10 July 2020.

In addition, due to preventive and quarantine measures imposed in Hong Kong and Korea amid the outbreak of COVID-19, unexpected difficulty was seen and thus extra time was used in communications between the management of the Korean subsidiary and external auditors and translation of relevant documents for audit purpose in June 2020. With the limitations from precaution measures for COVID-19, such as compulsory quarantine measures for inbound travellers imposed by the Hong Kong government, the Group has been making its best endeavour in enhancing the communications with more frequent teleconference and timely responses from management of our Korean subsidiary and the Company expects that the audit procedures in Korea will be completed on or before 10 July 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 and “*Further Guidance on the Joint Statement in relation to results announcements in light of the COVID-19 Pandemic*” (the “**Statement**”) issued by the Securities and Futures Commission and the Stock Exchange dated on 16 March 2020 about the defer on the publication of its annual report initially for up to 60 days from the date of the Statement to further extend the deadline for the publication of 2019 Annual Results and the dispatch of 2019 Annual Report and on 29 June 2020, the Stock Exchange granted the waiver that the Company will dispatch the 2019 Annual Report on or before 31 July 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 annual general meeting 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 2019 Annual Results and the dispatch of 2019 Annual Report on or before 31 July 2020, the 2020 AGM should be hence postponed to a date falling on or before 11 September 2020. The Company considers that the delay in publication of the 2019 Annual Results 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 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 29 June 2020, the Stock Exchange granted the waiver.

The revised expected timeline for the key events in relation to the publication of 2019 Annual Results, dispatch of 2019 Annual Report and 2020 AGM is set out as follows:

Completion of audit and reporting works of subsidiaries in Korea and the US	on or before 10 July 2020
Finalisation of audited figures for the year ended 31 December 2019	on or before 17 July 2020
Audit committee and board review on 2019 Annual Results and 2019 Annual Report	on or before 24 July 2020
Date of audit committee meeting and board meeting	on or before 31 July 2020
Publication of 2019 Annual Results	on or before 31 July 2020
Dispatch of 2019 Annual Report	on or before 31 July 2020
2020 AGM	on or before 11 September 2020

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 2019 Annual Results 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, 2 July 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.*