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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)

GRANT OF WAIVER FROM STRICT COMPLIANCE WITH RULES 13.46(2)(A) AND 13.46(2)(B) OF THE LISTING RULES

Reference is made to the announcement of the Company dated 31 July 2020 in relation to the further delay in publication of 2019 Annual Results and dispatch of 2019 Annual Report and postponement of 2020 AGM (the “**Announcement**”). Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement.

The grant of waiver

The Board hereby announces that, on 4 August 2020, the Stock Exchange has granted the Company (i) a waiver from the strict compliance with the requirements under Rule 13.46(2)(a) of the Listing Rules to extend the time of publication of 2019 Annual Results and the 2019 Annual Report on or before 21 August 2020; and (ii) a waiver from the strict compliance with the requirements under Rule 13.46(2)(b) of the Listing Rules subject to Company’s compliance with its articles of association (the “**Articles**”) and the Companies Laws of the Cayman Islands.

Reason for seeking the waiver

Under Rule 13.46(2)(a) of the Listing Rules, the Company is required to send to its members and other holders of its listed securities a copy of the annual report including its annual account not less than 21 days before the date of the Company’s annual general meeting and in any event not more than four months after the end of the financial year to which they relate.

Under Rule 13.46(2)(b) of the Listing Rules, the Company is required to lay its audited financial statements before its members at its annual general meeting within a period of 6 months after the end of the financial year of the Company.

As disclosed in the Announcement, the Company's external auditor, Moore Stephens, requires additional time to finalize the audited figures and assess on whether there would be any potential material differences compared to unaudited figures published on 31 March 2020 with the Company as well as the potential modification on audit opinion due to the outbreak and consistent impact of COVID-19 and therefore there is a delay in the publication of the 2019 Annual Results and the 2019 Annual Report.

Compliance with the Respective Requirements under the Laws and the Articles

Pursuant to the Article 70 of the Articles, 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) the Company is able to comply with the said requirement as long as it can hold an annual general meeting on or before 25 September 2020.

Expected timeline for the 2019 Annual Results, dispatch of 2019 Annual Report and 2020 AGM

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

Audit committee and board review on 2019 Annual Results and 2019 Annual Report	on or before 14 August 2020
Date of audit committee meeting and board meeting	on or before 21 August 2020
Publication of 2019 Annual Results	on or before 21 August 2020
Dispatch of 2019 Annual Report	on or before 21 August 2020
2020 AGM	on or before 25 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, 5 August 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.