

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.



New Horizon Health Limited
諾輝健康

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 6606)

**(1) QUARTERLY UPDATE ON RESUMPTION PROGRESS;
(2) DELAY IN DESPATCH OF THE 2023 ANNUAL REPORT;
(3) POSTPONEMENT OF ANNUAL GENERAL MEETING;
AND
(4) CONTINUED SUSPENSION OF TRADING**

This announcement is made by New Horizon Health Limited (the “**Company**”, together with its subsidiaries and consolidated affiliated entities, the “**Group**”) pursuant to Rule 13.09(2)(a) and Rule 13.24A of the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to (i) the announcement of the Company dated March 28, 2024 in relation to the suspension of trading in the shares of the Company on the Stock Exchange with effect from 9:00 a.m. on March 28, 2024; (ii) the announcement of the Company dated March 28, 2024 in relation to, among others, the delay in publication of the 2023 Annual Results; (iii) the announcement of the Company dated April 8, 2024 in relation to, among others, the establishment of the Independent Special Committee; and (iv) the announcement of the Company dated May 28, 2024 on the Resumption Guidance from the Stock Exchange (collectively, the “**Announcements**”).

Unless otherwise stated, capitalized terms used in this announcement shall bear the same meanings as those defined in the Announcements.

The board of directors (the “**Board**”) of the Company wishes to provide an update to the shareholders (the “**Shareholders**”) and potential investors of the Company on the development of its business operations and financial position, as well as on its resumption progress.

UPDATE ON BUSINESS OPERATIONS AND FINANCIAL POSITION

The Company is a commercial stage biotech company principally engaged in developing and commercializing innovative cancer screening products to address significant unmet medical needs in the cancer screening industry in China.

As at the date of this announcement, the Group is carrying on its business operations as usual in all material respects notwithstanding the suspension of trading in the Company's shares.

The Company will continuously assess the impact of the trading suspension on the business operations and financial position of the Group, take appropriate measures and make further announcement(s) as and when appropriate.

UPDATE ON PROGRESS OF RESUMPTION

Reference is made to the announcement of the Company dated May 28, 2024 on the Resumption Guidance from the Stock Exchange.

Set out below is the Resumption Guidance and the Company's resumption plan with details of actions that the Company has taken and intends to take in fulfilling the Resumption Guidance for trading resumption:

Resumption Guidance

- (i) publish all outstanding financial results required under the Listing Rules and address any audit modifications

- (ii) conduct an appropriate independent forensic investigation into the audit issues (including (a) the Audit Identified Issues; (b) the allegations contained in two short-selling reports against the Group published in 2023; and (c) additional issues raised by the Auditor in relation to the Audit Identified Issues), announce the findings, assess the impact and take appropriate remedial actions

Update on Resumption Progress

As at the date of this announcement, the Company, with the Independent Special Committee having overall oversight on the Investigation (as defined below), has been proactively assisting the Investigator (as defined below) to advance and complete the Investigation. Given the Investigation remains ongoing, additional time is required for the 2023 Annual Results to be finalized, including but not limited to assessing any financial and other potential impact of the Audit Identified Issues on the 2023 Annual Results.

The Company will announce and inform its Shareholders the expected date of publication of the 2023 Annual Results as and when appropriate.

An independent investigation consultant (the "**Investigator**") has been engaged to conduct an independent forensic investigation into the audit issues (the "**Investigation**"). As announced by the Company on April 8, 2024, the Independent Special Committee (comprising only the independent non-executive Directors) has been established to undertake and supervise the Investigation, and to carry out any necessary related matters.

As at the date of this announcement, the Investigation is ongoing with substantive progress and interim findings and the Company, with the Independent Special Committee having overall oversight on the Investigation, has been proactively assisting the Investigator to advance and complete the Investigation and maintaining active dialogues with all relevant parties of the Investigation to resolve the audit issues.

Resumption Guidance

- (iii) demonstrate that there is no reasonable regulatory concern about management integrity and/or the integrity of any persons with substantial influence over the Company's management and operations, which may pose a risk to investors and damage market confidence
- (iv) conduct an independent internal control review and demonstrate that the Company has in place adequate internal controls and procedures to comply with the Listing Rules
- (v) demonstrate the Company's compliance with Rule 13.24 of the Listing Rules
- (vi) inform the market of all material information for the Shareholders and investors to appraise the Company's position

Update on Resumption Progress

The Company will announce the relevant findings of the Investigation as and when appropriate in accordance with the requirements under the Listing Rules upon completion of the Investigation or any major stage(s) thereof, and will, if necessary, take appropriate remedial actions.

The Company will take appropriate actions and measures as soon as practicable upon completion of the Investigation to ensure that there is no reasonable regulatory concern about the management integrity and/or the integrity of any persons with substantial influence over the Company's management and operations.

As at the date of this announcement, the Company has identified an independent third-party consultant to conduct the internal control review (the "**IC Review**") and is considering the scope of the IC Review. The Company expects to commence the IC Review as soon as practicable.

Since the suspension of trading in the Company's shares on March 28, 2024 and up to the date of this announcement, the business operations of the Group have continued as usual in all material respects. The Company's compliance with Rule 13.24 of the Listing Rules would be assessed with the publication of the 2023 Annual Results.

Since the suspension of trading in the Company's shares on March 28, 2024, the Company has kept its Shareholders and potential investors informed of all material information, including, among others, the audit progress, the Investigation progress and the Resumption Guidance.

The Company will continue to keep its Shareholders and potential investors informed of any relevant material development by making further announcement(s) as and when appropriate in accordance with the requirements under the Listing Rules.

The Company has been working and will continue to work closely with all relevant parties towards the resumption of trading in its shares; and will publish further announcement(s) and quarterly updates to keep its Shareholders and potential investors informed of the latest resumption progress and other update and development of the Company as and when appropriate and in accordance with the Listing Rules.

DELAY IN DESPATCH OF THE 2023 ANNUAL REPORT

Reference is made to the announcement of the Company dated March 28, 2024 on, among others, the delay in publication of the 2023 Annual Results.

Pursuant to Rule 13.46(2)(a) of the Listing Rules, the Company is required to send the annual report for the year ended December 31, 2023 (the “**2023 Annual Report**”) to its Shareholders not less than 21 days before the date of its annual general meeting (the “**AGM**”) and in any event not more than four months after the end of the financial year of the Company, i.e. on or before April 30, 2024.

As the Investigation and the preparation of the 2023 Annual Results are still in progress, the Company is not able to despatch the 2023 Annual Report by the above timeline. Such delay in despatch of the 2023 Annual Report constitutes non-compliance with Rule 13.46(2)(a) of the Listing Rules.

POSTPONEMENT OF ANNUAL GENERAL MEETING

Pursuant to Rule 13.46(2)(b) of the Listing Rules, the Company is required to lay its 2023 Annual Results before its members at the AGM within the period of six months after the end of the financial year or accounting reference period to which the 2023 Annual Results relate, i.e. on or before June 30, 2024. Accordingly, the AGM of the Company can only be convened after the 2023 Annual Results and 2023 Annual Report are available.

As a result of the delay in publication of the 2023 Annual Results and the despatch of the 2023 Annual Report, the AGM of the Company will accordingly be postponed until further notice.

Further announcement(s) will be made by the Company to inform its Shareholders of the date of the publication of the 2023 Annual Results and the despatch of the 2023 Annual Report, and the date of the AGM.

CONTINUED SUSPENSION OF TRADING

Trading in the Company's shares on the Stock Exchange has been suspended since March 28, 2024 and will remain suspended pending fulfilment of the Resumption Guidance.

Shareholders and potential investors should exercise caution when dealing in the securities of the Company.

By order of the Board
New Horizon Health Limited
Mr. YeQing ZHU
Chairman

Hong Kong, June 28, 2024

As at the date of this announcement, the Board comprises Mr. YeQing ZHU as Chairman and executive Director, Dr. Yiyou CHEN as executive Director, Mr. Naxin YAO as non-executive Director, and Mr. Danke YU, Prof. Hong WU, Dr. Donald Kwok Tung LI, Mr. LAU Ngai Kee Ricky and Ms. NG Weng Sin as independent non-executive Directors.