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西安海天天實業股份有限公司
XI'AN HAITIANTIAN HOLDINGS CO., LTD.*

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

(Stock Code: 8227)

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND
MEMBER OF AUDIT COMMITTEE; AND
NON-COMPLIANCE WITH RULES 5.05A AND 5.28 OF GEM LISTING RULES**

This announcement is made pursuant to Rule 17.50(2) of the Rules Governing the Listing of Securities on the GEM (the “**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”).

**RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF AUDIT
COMMITTEE**

The board (the “**Board**”) of directors (the “**Directors**”) of Xi’an Haitiantian Holdings Co., Ltd.* (the “**Company**”) is pleased to announce that Dr. Lam Lee G. (林家禮博士) (“**Dr. Lam**”) has tendered a resignation notice resigning as independent non-executive Director and member of audit committee of the Company with effect from 23 July 2018 (the “**Resignation of Dr. Lam**”). Dr. Lam confirmed that his resignation was due to other work commitment. He also confirmed that there is no disagreement with the Board.

The Board confirmed that nothing else in relation to the Resignation of Dr. Lam other than the information set out in this announcement should be brought to the attention of the shareholders of the Company.

The Board would like to take this opportunity to express its appreciation for Dr. Lam’s contributions to the Company during the term of office.

NON-COMPLIANCE WITH RULES 5.05A AND 5.28 OF GEM LISTING RULES

Following the Resignation of Dr. Lam, the Company has 3 independent non-executive Directors and 2 members, including chairman, of audit committee of the Company only. The number of independent non-executive Directors fails to meet one-third of the Board required under Rule 5.05A of the GEM Listing Rules. The number of members and composition of audit committee of the Company fails to meet requirement of minimum of 3 members and majority of independent non-executive Directors respectively under Rule 5.28 of the GEM Listing Rules.

The Board will make its best endeavour to identify suitable candidate to fill in the vacancies as soon as practicable, with the relevant appointment to be made within 3 months from the date of the Resignation of Dr. Lam to meet the requirements under the GEM Listing Rules. The Company will make further announcement regarding the appointment of independent non-executive Director and member of audit committee of the Company as and when appropriate.

By order of the Board
Xi'an Haitiantian Holdings Co., Ltd.*
Chen Ji
Chairman

Xi'an, the People's Republic of China, 23 July 2018

As at the date of this announcement, the Board comprises Mr. Chen Ji (陳繼先生) and Mr. Xiao Bing (肖兵先生) being executive Directors; Mr. Sun Wenguo (孫文國先生), Mr. Li Wenqi (李文琦先生), Mr. Zuo Hong (左宏先生), Ms. Huang Jing (黃婧女士) and Mr. Yan Weimin (燕衛民先生) being non-executive Directors; and Mr. Zhang Jun (張鈞先生), Professor Shi Ping (師萍教授), Mr. Tu Jijun (涂繼軍先生) and Dr. Lam Lee G. (林家禮博士) being independent non-executive Directors.

This announcement, 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 announcement 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 announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the GEM website at <http://www.hkgem.com> for at least 7 days from the date of its posting and be posted on the website of the Company at <http://www.xaht.com>.

* for identification purpose only