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**China Animal Healthcare Ltd.**

**中國動物保健品有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 0940)**

- (1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS, CHAIRMAN OF THE AUDIT COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE AND MEMBERS OF THE AUDIT COMMITTEE, NOMINATION COMMITTEE, REMUNERATION COMMITTEE AND COMPLIANCE COMMITTEE;**
- (2) NON-COMPLIANCE WITH REQUIREMENTS ON INDEPENDENT NON-EXECUTIVE DIRECTORS AND COMPOSITION OF BOARD, AUDIT COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE; AND**
- (3) CONTINUAL SUSPENSION OF TRADING**

The Board announces that:

- (i) Mr. Cai Huiyi (蔡輝益) resigned as an independent non-executive Director, the chairman of the Remuneration Committee, a member of each of the Audit Committee and Nomination Committee with effect from 19 January 2019;
- (ii) Mr. Liu Zhanmin (劉占民) resigned as an independent non-executive Director, the chairman of the Nomination Committee and a member of each of the Audit Committee, Remuneration Committee and Compliance Committee with effect from 21 January 2019; and
- (iii) Mr. Zhang Suqiang (張素強) resigned as an independent non-executive Director, the chairman of the Audit Committee and a member of each of the Nomination Committee, Remuneration Committee and Compliance Committee with effect from 21 January 2019.

- (1) RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS, CHAIRMAN OF THE AUDIT COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE AND MEMBERS OF THE AUDIT COMMITTEE, NOMINATION COMMITTEE, REMUNERATION COMMITTEE AND COMPLIANCE COMMITTEE**

The board (the “**Board**”) of directors (the “**Directors**”) of China Animal Healthcare Ltd. (the “**Company**”) announces that:

- (i) Mr. Cai Huiyi (蔡輝益) (“**Mr. Cai**”) resigned as an independent non-executive director (“**INED**”) of the Company, the chairman of the Remuneration Committee, a member of each of the Audit Committee and Nomination Committee of the Company with effect from 19 January 2019 due to health reasons;
- (ii) Mr. Liu Zhanmin (劉占民) (“**Mr. Liu**”) resigned as an INED, the chairman of the Nomination Committee and a member of each of the Audit Committee, Remuneration Committee and Compliance Committee with effect from 21 January 2019 due to health reasons and other commitments; and
- (iii) Mr. Zhang Suqiang (張素強) (“**Mr. Zhang**”) resigned as an INED, the chairman of the Audit Committee and a member of each of the Nomination Committee, Remuneration Committee and Compliance Committee of the Company with effect from 21 January 2019 due to his other commitment and affairs.

Each of Mr. Cai, Mr. Liu and Mr. Zhang has confirmed that he has no disagreement with the Board and there are no other matters in respect of his resignation that need to be brought to the attention of the shareholders of the Company.

The Board hereby expresses its gratitude to Mr. Cai, Mr. Liu and Mr. Zhang for their valuable contribution to the Company during their terms of office.

## **(2) NON-COMPLIANCE WITH REQUIREMENTS ON INDEPENDENT NON-EXECUTIVE DIRECTORS AND COMPOSITION OF BOARD, AUDIT COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE**

The Board noted that as a result of the resignation of Mr. Cai, Mr. Liu and Mr. Zhang, (i) the number of INEDs and of the members of the Audit Committee have fallen below the minimum number as required under Rules 3.10(1) and 3.21 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”); (ii) no INED has appropriate professional qualification or accounting or related financial management expertise as required under Rule 3.10(2); (iii) the number of INEDs does not represent at least one-third of the Board as required under Rule 3.10A of the Listing Rules; (iv) the chairman of each of the Audit Committee, Remuneration Committee and Nomination Committee fall vacant; and (v) the number of INEDs does not represent a majority of the Audit Committee, Remuneration Committee and Nomination Committee under Rules 3.21 and 3.25 of the Listing Rules and Code Provision A.5.1 of the Corporate Governance Code which is set out under Appendix 14 to the Listing Rules.

The Board shall use its best endeavour to identify suitable candidates to fill up the above-mentioned vacancies as soon as practicable and within three months required under Rules 3.11, 3.23 and 3.27 of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

### **(3) CONTINUAL SUSPENSION OF TRADING**

At the request of the Company, the shares of the Company have been suspended from trading on the Stock Exchange from 9 a.m. on 30 March 2015. Trading in the Company's shares will continue to suspend until further notice.

**Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

**By Order of the Board China  
Animal Healthcare Ltd.  
Wang Yongwei  
*Chairman and Executive Director***

Hong Kong, 29 January 2019

*As at the date of announcement, the executive Director is Mr. Wang Yongwei.*

*\* for identification purpose only*