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TIANHE CHEMICALS GROUP LIMITED

天合化工集團有限公司

(Incorporated in the British Virgin Islands with limited liability)

(Stock Code: 1619)

(1) RESIGNATION OF NON-EXECUTIVE DIRECTOR (2) CHANGE IN COMPOSITION OF BOARD COMMITTEES (3) NON-COMPLIANCE WITH RULE 3.21 OF THE LISTING RULES

RESIGNATION OF NON-EXECUTIVE DIRECTOR

This announcement is made by Tianhe Chemicals Group Limited (the “**Company**”) pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited.

The board of directors (the “**Board**”) of the Company announces that, Mr. Homer Sun (“**Mr. Sun**”) has tendered his resignation as a non-executive director of the Company with effect from 2 July 2019. Mr. Sun has recently become concerned about the Company’s resumption and the comprehensiveness and timeliness of relevant communications at Board level and the consequences thereof. Save as aforementioned, Mr. Sun has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation that needs to be brought to the attention of the shareholders of the Company or The Stock Exchange of Hong Kong Limited.

The Board would like to express its gratitude to Mr. Sun for his support, devotion and invaluable contribution during his term of office.

CHANGE IN COMPOSITION OF BOARD COMMITTEES

Following the resignation of Mr. Sun, he ceases to be the member of each of the Audit Committee and Resumption Committee.

NON-COMPLIANCE WITH REQUIREMENT UNDER RULE 3.21 OF THE LISTING RULES

According to Rule 3.21 of the Listing Rules, the Audit Committee must comprise non-executive directors only and a minimum of three members. Following the resignation of Mr. Sun, the Audit Committee has only two members, thus the number of members falls below the minimum number required under Rule 3.21 of the Listing Rules.

The Company is endeavoring to identify a suitable candidate to fill up the vacancy of non-executive director with appropriate experiences so as to meet the requirement set out in Rule 3.21 as soon as practicable, and in any event, within three months from the effective date of resignation of Mr. Sun as required under Rule 3.23 of the Listing Rules. The Company will make further announcement(s) as and when appropriate.

By order of the Board of Directors
Tianhe Chemicals Group Limited
WEI Qi
Chairman and Executive Director

Hong Kong, 12 July 2019

As at the date of this announcement, the Board of Directors of the Company comprises WEI Qi, WEI Xuan and JIANG Po, as executive Directors; LOKE Yu (alias LOKE Hoi Lam), CHAN Kin Sang and XU Xiaodong, as independent non-executive Directors.