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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)

**RESIGNATION OF**

**INDEPENDENT NON-EXECUTIVE DIRECTORS**

**AND**

**CHANGE IN COMPOSITION OF BOARD COMMITTEES**

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. Xu Xiaodong (“**Mr.** **Xu**”) has tendered his resignation as an independent non-executive director of the Company and ceased to act as the Chairman of the Remuneration Committee and a member of the Audit Committee, Nomination Committee and Resumption Committee of the Board, with effect from 31 May 2020, due to his health reasons.

In addition, Dr. Loke Yu (“**Dr. Loke**”) had tendered his resignation as an independent non-executive director of the Company and ceased to act as the Chairman of the Audit Committee and a member of the Remuneration Committee and Resumption Committee of the Board, with effect from 31 May 2020, due to other business engagements.

Each of Mr. Xu and Dr. Loke 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. Xu and Dr. Loke for their support, devotion and invaluable contribution during their term of office.

Following the resignation of Mr. Xu and Dr. Loke, the Board comprises three executive directors. The number of independent non-executive directors of the Company falls below the minimum of three required under Rule 3.10(1) of the Listing Rules, the Company does not have at least one of the independent non-executive directors having appropriate professional qualifications or accounting or related financial management expertise required under Rule 3.10(2) of the Listing Rules and that the Company does not have independent non-executive directors representing at least one-third of the board required under Rule 3.10A of the Listing Rules. Besides, the Company no longer fulfills the requirement of establishing (i) a remuneration committee chaired by an independent non-executive director and comprising a majority of independent non-executive directors required under Rule 3.25 of the Listing Rules; (ii) an audit committee comprises non-executive directors only and a minimum of three members, majority of the which must be independent non-executive directors, the audit committee must be chaired by an independent non-executive director and at least one of the members of the audit committee is an independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise as required under Rule 3.21 of the Listing Rules; and (iii) a nomination committee chaired by the chairman of the board or an independent non-executive director and comprises a majority of independent non-executive directors under code provision A.5.1 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules.

By order of the Board of Directors

**Tianhe Chemicals Group Limited**

**WEI Qi**

*Chairman and Executive Director*

Hong Kong, 9 June 2020

*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.*