

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.



ANXIAN YUAN CHINA HOLDINGS LIMITED

安賢園中國控股有限公司*

(incorporated in Bermuda with limited liability)

(Stock Code: 0922)

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, MEMBER OF AUDIT COMMITTEE, NOMINATION COMMITTEE AND REMUNERATION COMMITTEE AND COMPLIANCE WITH RULES 3.10(1) AND 3.21 OF THE LISTING RULES

The Board is pleased to announce that Mr. Yao has been appointed as an independent non-executive Director and a member of each of audit committee, remuneration committee and nomination committee of the Company with effect from 26 November 2018.

Upon the appointment of Mr. Yao becoming effective on 26 November 2018, the Company shall fulfill the requirements under Rules 3.10(1) and 3.21 of the Listing Rules.

Reference is made to the announcement of Anxian Yuan China Holdings Limited (the “**Company**”) dated 28 August 2018 in respect of the non-compliance with the requirement of having at least three independent non-executive directors on the Board under Rule 3.10(1) of the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”) and the requirement on the minimum number of non-executive directors for the formation of the audit committee of the Board as stipulated in Rule 3.21 of the Listing Rules following the retirement of Mr. Lai Chun Yu as the independent non-executive director of the Company with effect from the conclusion of the annual general meeting of the Company on 28 August 2018.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company is pleased to announce that Mr. Yao Hong (“**Mr. Yao**”) has been appointed as an independent non-executive director and a member of each of audit committee, remuneration committee and nomination committee of the Company with effect from 26 November 2018.

* *For identification purposes only*

Mr. Yao Hong (“**Mr. Yao**”), aged 59, graduated from the Central South University in 1982 with a major in non-ferrous metal smelting and obtained a master’s degree in industrial catalysis from the Zhejiang University of Technology in 2005. He is a senior engineer in mainland China. From August 1982 to April 1985, he worked for 天津冶金材料研究所 (Tianjin Metallurgical Materials Research Institute). From May 1985 to April 1996, he worked for 中國國內貿易部物資再生利用研究所 (Institute of Materials Recycling and Utilization of the Ministry of Internal Trade of the PRC) as the director of the first research office and the secretary of the director of the institute. From May 1996 to December 2004, he worked for 浙江省冶金研究院有限公司 (Zhejiang Metallurgical Research Institute Co., Ltd.) as the general manager of the precious metal research laboratory, and has received various awards from the institute. Mr. Yao founded 杭州凱大催化金屬材料有限公司 (Hangzhou Kaida Metal Catalyst & Compounds Co., Ltd.) in March 2005 and served as an executive director and the general manager. In 2012, he won the 拱墅區優秀科技工作者獎 (Excellent Scientific Workers Award of Gongshu District). In April 2014, 杭州凱大催化金屬材料有限公司 (Hangzhou Kaida Metal Catalyst & Compounds Co., Ltd.) was renamed as 杭州凱大催化金屬材料股份有限公司 (Hangzhou Kaida Metal Catalyst & Compounds Co., Ltd.) (“**Kaida Catalyst**”). The shares of Kaida Catalyst was successfully listed on the New Third Board of the PRC on 13 August 2014. Since then, Mr. Yao has been serving as a director and the chairman and general manager of Kaida Catalyst (a company whose shares are listed on the New Third Board of the PRC, stock code: 830974).

According to the service contract between the Company and Mr. Yao, Mr. Yao is entitled to an annual remuneration of HK\$120,000 which is determined with reference to his duties and responsibilities within the Company, the Company’s remuneration policy and the prevailing market conditions. Mr. Yao has been appointed for a term of one year which will continue thereafter until being terminated by either party giving not less than three-month prior notice. Mr. Yao will hold office until the next annual general meeting of the Company and will retire at that general meeting, but will become eligible for re-election pursuant to the Company’s Bye-Laws.

Mr. Yao confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

As at the date of this announcement, save as disclosed above, Mr. Yao has not held any other major appointment and qualifications or directorship in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor does he have any relationship with any Director, senior management, substantial shareholders or controlling shareholders (having the meaning ascribed to it in the Listing Rules) of the Company. Other than the directorship in the Company, Mr. Yao does not hold other positions with the Company or other members of the Company.

As at the date of this announcement, Mr. Yao does not have any interest in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Company would like to take this opportunity to welcome Mr. Yao joining the Board.

COMPLIANCE WITH RULES 3.10(1) AND 3.21 OF THE LISTING RULES

Upon the appointment of Mr. Yao becoming effective on 26 November 2018, the Company shall fulfill the requirements under Rules 3.10(1) and 3.21 of the Listing Rules.

By Order of the Board
ANXIAN YUAN CHINA HOLDINGS LIMITED
SHI HUA
Chairman

Hong Kong, 22 November 2018

As at the date of this announcement, the Board comprises three executive directors, namely Mr. Shi Hua, Mr. Shi Jun and Mr. Law Fei Shing; one non-executive director, namely Mr. Wang Hongjie; and two independent non-executive directors, namely Mr. Chan Koon Yung and Mr. Lum Pak Sum.