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## **Tiangong International Company Limited**

**天工國際有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 826)**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Shareholders of the Company will be held at Cliftons, Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong on Friday, 26 May 2017 at 10:00 a.m. to consider and if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

As Ordinary Business,

1. The audited financial statements and the Reports of the Directors and Auditors for the year ended 31 December 2016 be and are hereby approved.
2. The proposed final dividend of RMB0.0100 per Share with par value of US\$0.0025 be and is hereby approved.
3. (a) (i) The re-election of Mr. ZHU Xiaokun as an executive director of the Company be and is hereby approved.  
  
(ii) The re-election of Mr. WU Suojun as an executive director of the Company be and is hereby approved.  
  
(iii) The re-election of Mr. LEE Cheuk Yin, Dannis as an independent non-executive director of the Company be and is hereby approved.  
  
(iv) The re-election of Mr. WANG Xuesong as an independent non-executive director of the Company be and is hereby approved.

\* for identification purpose only

- (b) The Board of Directors be and is hereby authorised to fix the remuneration of the Directors.
4. The re-appointment of KPMG as auditors of the Company be and is hereby approved and that the Board of Directors be authorised to fix their remuneration.

And as Special Business,

5. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a), otherwise than pursuant to (i) a Rights Issue (as hereinafter defined) or (ii) the exercise of subscription rights under any share option scheme of the Company or (iii) an issue of shares as scrip dividends pursuant to the Articles of Association of the Company from time to time, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this Resolution and the said approval shall be limited accordingly; and
- (d) for the purposes of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next Annual General Meeting of the Company is required by the Articles of Association of the Company or any applicable law of the Cayman Islands to be held; and
- (iii) the revocation or variation of this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means the allotment, issue or grant of shares pursuant to an offer (open for a period fixed by the Directors of the Company) made to shareholders or any class thereof whose names appeared on the register of members of the Company on a fixed record date pro rata to their then holdings of such shares or class thereof (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory outside Hong Kong).”

6. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors of the Company during the Relevant Period (as defined in Resolution 5(d) above) all powers of the Company to repurchase its shares in the capital of the Company, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited as amended from time to time, be and is hereby generally and unconditionally approved; and
- (b) the aggregate nominal amount of shares to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company on the date of this Resolution and the authority pursuant to paragraph (a) above shall be limited accordingly.”

7. **“THAT** the general mandate granted to the Directors of the Company to allot, issue and deal with additional shares pursuant to Ordinary Resolution set out in Resolution 5 be and is hereby extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company which may be allotted or agreed conditionally or unconditionally to be allotted pursuant to such general mandate the aggregate nominal amount of share in the capital of the Company, repurchased by the Company under the authority granted pursuant to Ordinary Resolution set out in Resolution 6, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of this Resolution.”

8. **“THAT:**

- (a) subject to and conditional upon the Listing Committee of the Stock Exchange granting the approval of the listing of, and permission to deal in, the new shares of the Company which may fall to be issued pursuant to the exercise of any options that may be granted under the new share option scheme of the Company (the rules of which are contained in the document marked “A” and the summary of which marked “B” produced to the meeting and signed by the chairman of the meeting for the purpose of identification) (the “**New Share Option Scheme**”), the New Share Option Scheme be and is hereby approved and adopted; and the Board of Directors of the Company or persons authorised by it be and are

hereby authorised to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the New Share Option Scheme, including but without limitation:

- (i) to administer the New Share Option Scheme and to grant options in accordance with the terms of the New Share Option Scheme;
  - (ii) to modify and/or amend the New Share Option Scheme from time to time provided that such modification and/or amendment is effected in accordance with the provisions of the New Share Option Scheme relating to the modification and/or amendment and subject to Chapter 17 of the Listing Rules;
  - (iii) to allot and issue from time to time such number of shares in the share capital of the Company as may be required to be allotted and issued pursuant to the exercise of the share options under the New Share Option Scheme and subject to the Listing Rules;
  - (iv) make application at appropriate time or times to the Stock Exchange for the listing of, and permission to deal in, any shares of the Company which may hereafter from time to time be allotted and issued pursuant to the exercise of the share options under the New Share Option Scheme; and
  - (v) to consent, if it so deems fit and expedient, to such conditions, modifications and/or variations as may be required or imposed by the relevant authorities in relation to the New Share Option Scheme; and
- (b) subject to and conditional upon the New Share Option Scheme becoming effective, the 2007 Share Option Scheme (the “**2007 Share Option Scheme**”) for the Company which was adopted by the Company pursuant to the written resolution passed by the shareholders of the Company on 7 July 2007 be and is hereby terminated upon the New Share Option Scheme becoming effective (without prejudice to the rights and benefits of and attached to any outstanding options which have been granted under the 2007 Share Option Scheme prior to the date of the passing of this resolution).”

By Order of the Board  
**Tiangong International Company Limited**  
**ZHU Xiaokun**  
*Chairman*

Hong Kong, 25 April 2017

*Registered office in the Cayman Islands:*  
P.O. Box 309  
G.T. Uglund House  
South Church Street, George Town Grand  
Cayman, Cayman Islands

*Registered office in Hong Kong:*  
Unit 1303, 13/F, Jubilee Centre  
18 Fenwick Street, Wanchai  
Hong Kong

*Principal place of business:*  
Danbei Town Danyang City  
Jiangsu Province The PRC

*Notes:*

- (a) A member entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or more proxies to attend and to vote in his stead. A proxy need not be a member of the Company.
- (b) In order to be valid, a form of proxy, together with the power of attorney or other authority (if any), must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting (being no later than 10:00 a.m. on 24 May 2017).
- (c) An explanatory statement regarding the proposals of re-electing the retiring Directors of the Company, granting general mandates to issue new Shares and to repurchase own Shares of the Company will be despatched to the members of the Company together with this notice.
- (d) Information on the retiring Directors is set out on pages 2 to 3 to the circular of the Company to which this notice forms part.

*As at the date of this announcement, the directors of the Company are:*

*Executive Directors: ZHU Xiaokun, WU Suojun, YAN Ronghua and JIANG Guangqing*

*Independent non-executive Directors: GAO Xiang, LEE Cheuk Yin, Dannis, WANG Xuesong*