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

**(Stock Code: 00455)**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Tianda Holdings Limited (the “Company”) will be held at Suites 2405-2410, 24th Floor, CITIC Tower, No. 1 Tim Mei Avenue, Central, Hong Kong on 10 February 2012 at 10:30 a.m., for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company:

### **ORDINARY RESOLUTION**

“**THAT** the New Framework Agreement and the transactions contemplated thereunder (including the New Annual Purchase Caps and the New Annual Sales Caps) entered into among the Company, Cheng Cheng and Hongta for the three financial years ending 31 March 2014, all as defined and described in the circular of the Company dated 26 January 2012, and all other transactions contemplated thereunder and in connection therewith and any other ancillary documents, be and are hereby approved, confirmed and/or ratified; and that the directors of the Company be and are hereby authorised for and on behalf of the Company to exercise all the powers of the Company and take all other steps as they may in their discretion consider necessary, desirable or expedient to implement and/or to give effect to the New Framework Agreement and the transactions contemplated thereunder (including the New Annual Purchase Caps and the New Annual Sales Caps) for the three years ending 31 March 2014 and all other transactions thereby contemplated as they may in their discretion consider to be desirable and in the interests of the Company.”

By order of the Board  
**Tianda Holdings Limited**  
**FANG Wen Quan**  
*Chairman*

Hong Kong, 26 January 2012

*Registered office:*  
Windward 1  
Regatta Office Park  
West Bay Road  
Grand Cayman  
Cayman Islands  
British West Indies

*Head office and principal place of business:*  
Suites 2405-2410, 24th Floor  
CITIC Tower  
No. 1 Tim Mei Avenue  
Central  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, a proxy form, together with any power of attorney or other authority (if any) under which it is signed, or a notarially certified copy thereof, must be lodged with the branch share registrar of the Company, Tricor Secretaries Limited, at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. The Board of Directors of the Company comprises:

*Executive Directors:*

FANG Wen Quan (*Chairman and Managing Director*)  
LI Suiming  
LIU Huijiang

*Independent Non-Executive Directors:*

CHIU Sung Hong  
CHIU Fan Wa  
LAM Yat Fai

4. In the case of joint holders of shares, any one of such holders may vote at the Meeting, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holder are present at the Meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.
5. As required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the above resolution will be decided by way of a poll.