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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 THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Tiangong International Company Limited (the “**Company**”) will be held at Cliftons, Level 5, Hutchison House, 10 Harcourt Road, Central, Hong Kong at 10:00 a.m. on Monday, 11 July 2016 (registration will begin at 9:30 a.m.) for the purpose of considering and approving, if appropriate, the following resolutions (unless otherwise indicated, capitalized terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 23 June 2016):

#### **ORDINARY RESOLUTIONS**

1. To consider and approve the Proposed Placing of TG Tech (a copy of the proposal of the Proposed Placing has been produced to the meeting and initialled by the chairman of the meeting for the purposes of identification) (terms defined in the circular of the Company dated 23 June 2016 having the same meanings when used in this resolution);
2. To consider, approve and confirm the Nanjing Steel Subscription Agreement dated 6 June 2016 entered into by TG Tech, Nanjing Steel, Mr. Zhu Xiaokun and Ms. Yu Yumei (a copy of which has been produced to the meeting and initialled by the chairman of the meeting for the purposes of identification), the terms thereof and all transactions contemplated thereunder (terms defined in the circular of the Company dated 23 June 2016 having the same meanings when used in this resolution);
3. To consider, approve and confirm the Subscription Agreement dated 6 June 2016 entered into by TG Tech and Mr. Zhu Xiaokun (a copy of which has been produced to the meeting and initialled by the chairman of the meeting for the purposes of identification), the terms thereof and all transactions contemplated thereunder (terms defined in the circular of the Company dated 23 June 2016 having the same meanings when used in this resolution);

\* *For identification purpose only*

4. To consider, approve and confirm the Subscription Agreement dated 6 June 2016 entered into by TG Tech and Mr. Jiang Rongjun (a copy of which has been produced to the meeting and initialled by the chairman of the meeting for the purposes of identification), the terms thereof and all transactions contemplated thereunder (terms defined in the circular of the Company dated 23 June 2016 having the same meanings when used in this resolution);
5. To consider, approve and confirm the Subscription Agreement dated 6 June 2016 entered into by TG Tech and Ms. Yang Zhao (a copy of which has been produced to the meeting and initialled by the chairman of the meeting for the purposes of identification), the terms thereof and all transactions contemplated thereunder (terms defined in the circular of the Company dated 23 June 2016 having the same meanings when used in this resolution);
6. To consider, approve and confirm the Subscription Agreement dated 6 June 2016 entered into by TG Tech and Mr. Xu Shaoqi (a copy of which has been produced to the meeting and initialled by the chairman of the meeting for the purposes of identification), the terms thereof and all transactions contemplated thereunder (terms defined in the circular of the Company dated 23 June 2016 having the same meanings when used in this resolution); and
7. To consider, approve and confirm the Subscription Agreement dated 6 June 2016 entered into by TG Tech and Mr. Wang Gang (a copy of which has been produced to the meeting and initialled by the chairman of the meeting for the purposes of identification), the terms thereof and all transactions contemplated thereunder (terms defined in the circular of the Company dated 23 June 2016 having the same meanings when used in this resolution).

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

Hong Kong, 23 June 2016

*Registered office in the Cayman Islands:*

P.O. Box 309  
G.T. Uglan 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:*

1. 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.
2. 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.

*As at the date of this announcement, the Directors are:*

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

*Independent Non-executive Directors: GAO Xiang, LEE Cheuk Yin, Dannis and YIN Shumin*