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## **TIANDE CHEMICAL HOLDINGS LIMITED**

### **天德化工控股有限公司**

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

**(Stock code: 609)**

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

**NOTICE IS HEREBY GIVEN** that an annual general meeting (the “AGM”) of Tiande Chemical Holdings Limited (the “Company”) will be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Hong Kong on Monday, 28 May 2018 at 2:00 p.m. for the following purposes:

1. To receive and consider, and if thought fit, approve the audited financial statements and the reports of the directors and the auditor of the Company for the year ended 31 December 2017.
2. To declare a final dividend of HK\$0.01 per share for the year ended 31 December 2017.
3.
  - (i) To re-elect Mr. Gao Feng (高峰先生) as executive director of the Company;
  - (ii) To re-elect Mr. Zheng Mingguo (鄭明國先生) as executive director of the Company;
  - (iii) To re-elect Mr. Liu Yang (劉楊先生) as executive director of the Company;
  - (iv) To re-elect Mr. Gao Baoyu (高寶玉先生) as independent non-executive director of the Company; and
  - (v) To authorise the board of directors of the Company to fix the directors’ remuneration.
4. To re-appoint BDO Limited as the auditor of the Company for 2018 and to authorise the board of directors of the Company to fix its remuneration.
5. To consider as special business and, if thought fit, pass with or without amendments the following resolution as ordinary resolutions of the Company:–

A. **“THAT:**

- (a) subject to paragraph (c), the exercise by the directors of the Company during the Relevant Period (defined as below) of all the powers of the Company to allot, issue and deal with additional shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options which might require the exercise of such power 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 (defined as below) to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period (defined as below);
- (c) the number of Shares 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 a Rights Issue (defined as below) or scrip dividend scheme or similar arrangement of the Company or the exercise of the subscription rights under the share option scheme of the Company adopted on 20 May 2016 shall not exceed 20% of the number of Shares in issue as at the date of the AGM 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 earlier 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 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; and

**“Rights Issue”** means an offer of Shares open for a period fixed by the directors of the Company to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (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).”

B. **“THAT:**

- (a) the exercise by the directors of the Company during the Relevant Period (defined as below) of all powers of the Company to purchase the Shares, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;

(b) the number of Shares purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (defined as below) shall not exceed 10% of the number of Shares in issue as at the date of the AGM and the said approval be limited accordingly; and

(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earlier 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 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.”

C. “**THAT** conditional upon resolution no. 5B above being passed, the aggregate number of Shares which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in resolution no. 5B above shall be added to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 5A above.”

By order of the Board  
**Lau Wai Chun**  
*Company Secretary*

Hong Kong, 23 April 2018

Principal office in Hong Kong:  
Room 2204A on the 22nd Floor  
Bank of America Tower  
12 Harcourt Road Central  
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint proxies to attend and to vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company’s Hong Kong share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notorially certified copy of that power or authority, no later than Saturday, 26 May 2018 at 2:00 p.m. (Hong Kong time).
- (2) With reference to the ordinary resolutions sought in items 5A and 5B of this notice, the directors of the Company wish to state that they have no immediate plans to issue any new Shares or to repurchase any existing Shares under the respective general mandates proposed at the AGM. The explanatory statement required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in connection with the repurchase mandate is also despatched to the shareholders of the Company together with this notice.

- (3) The latest date for determining the entitlement of the shareholders of the Company to attend and vote at the AGM will be Tuesday, 22 May 2018. All transfers documents accompanied by the relevant share certificates should be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716 on the 17th Floor of Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 22 May 2018.

*As at the date of this announcement, the executive directors of the Company are Mr. Gao Feng, Mr. Zheng Mingguo, Mr. Wang Zijiang, Mr. Sun Zhenmin and Mr. Liu Yang; whilst the independent non-executive directors of the Company are Mr. Gao Baoyu, Mr. Leung Kam Wan and Mr. Liu Chenguang.*