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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 Friday, 16 June 2023 at 2:00 p.m. (Hong Kong time) 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 2022.
2. To declare a final dividend of HK\$0.20 per share for the year ended 31 December 2022.
3. (i) To re-elect Mr. Wang Zijiang(王子江先生) as an executive director of the Company;  
(ii) To re-elect Mr. Liu Chenguang (劉晨光先生) as an independent non-executive director of the Company; and  
(iii) To authorise the board of directors of the Company to fix the remuneration of the directors of the Company
4. To consider and, if thought fit, approve the appointment of Ms. Shan Honghong (山紅紅女士) as an independent non-executive director of the Company.
5. To re-appoint BDO Limited as the auditor of the Company for the year ending 31 December 2023 and to authorise the board of directors of the Company to fix its remuneration.
6. To consider as special business and, if thought fit, pass with or without amendments the following resolution as ordinary resolutions of the Company:

### **ORDINARY RESOLUTIONS**

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. 6B 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. 6B 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. 6A above.”

7. To consider as special business and, if thought fit, pass with or without amendments the following resolution as special resolution of the Company:

#### **SPECIAL RESOLUTION**

A. “**THAT:**

- (a) the amended and restated articles of association of the Company (the “**New Articles of Association**”) in the form of the document marked “A” and produced to the AGM and for the purpose of identification initialed by the chairman of the AGM, which incorporates all the proposed amendments to the existing articles of association of the Company (the “**Proposed Amendments**”) (details of which are set out in Appendix IV to this circular of the Company dated 27 April 2023), be and is hereby approved and adopted in substitution for and to the exclusion of the existing articles of association of the Company with immediate effect; and
- (b) any director or company secretary of the Company be and is hereby authorised to do all such acts, deeds and things and execute all such documents and make all such arrangements that he/she shall, in his/her absolute discretion, deem necessary or expedient to give effect to the Proposed Amendments and the adoption of the New Articles of Association, including without limitation, attending to the necessary filings with the Registrar of Companies in the Cayman Islands and Hong Kong.”

By order of the Board  
**Tiande Chemical Holdings Limited**  
**Lau Wai Chun**  
*Company Secretary*

Hong Kong, 27 April 2023

*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 notarially certified copy of that power or authority, not later than Wednesday, 14 June 2023 at 2:00 p.m. (Hong Kong time).
- (2) With reference to the ordinary resolutions sought in resolution nos. 6A and 6B 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) For ascertaining the shareholders of the Company who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 13 June 2023 to Friday, 16 June 2023, both days inclusive, during which period no transfer of Shares will be effected. 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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 12 June 2023.
- (4) If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 12:00 noon on Friday, 16 June 2023, the AGM will be postponed and further announcement for details of alternative meeting arrangements will be made. The AGM will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. The shareholders of the Company should make their own decision as to whether they would attend the AGM under bad weather conditions and if the shareholders of the Company should choose to do so, they are advised to exercise care and caution.

*As at the date of this announcement, the executive Directors are Mr. Liu Yang, Mr. Wang Zijiang and Mr. Chen Xiaohua; whilst the independent non-executive Directors are Mr. Gao Baoyu, Mr. Leung Kam Wan and Mr. Liu Chenguang.*