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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional advisers.

**If you have sold or transferred** all your shares in Tiangong International Company Limited, you should at once hand this circular and the enclosed proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)**

*Executive Directors:*

ZHU Xiaokun  
ZHU Zhihe  
ZHU Mingyao  
YAN Ronghua

*Registered office in Cayman Islands:*

P.O. Box 309  
GT. Ugland House  
South Church Street, George Town  
Grand Cayman, Cayman Islands

*Non-executive Director:*

THONG Kwee Chee

*Registered office in Hong Kong:*

Unit 1303, 13/F, Jubilee Centre  
18 Fenwick Street, Wanchai  
Hong Kong

*Independent non-executive Directors:*

LI Zhengbang  
GAO Xiang  
LAU Siu Fai

*Principal place of business:*

Houxiang Town  
Danyang City  
Jiangsu Province  
The PRC

27 May 2010

*To the Shareholders*

Dear Sir/Madam,

**PROPOSALS RELATING TO  
RE-ELECTION OF RETIRING DIRECTORS  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The Directors wish to seek the approval of shareholders to re-elect the retiring directors, to obtain general mandates to the Directors of the Company to issue and repurchase shares of US\$0.01 each in the share capital of the Company (the “Share(s)”).

\* For identification purpose only

This circular is to provide the shareholders with the explanatory statement as required under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”) and all other information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolutions as mentioned herein and which, inter alia, will be dealt with at the annual general meeting of the Company to be held at Annapurna Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Tuesday, 29 June 2010 at 10:00 a.m. (the “**Annual General Meeting**”).

## **RE-ELECTION OF RETIRING DIRECTORS**

In accordance with the Articles of Association of the Company, Messrs. LI Zhengbang, GAO Xiang and LAU Siu Fai, being one-third of the number of directors who have been the longest in office since their last election, will retire by rotation at the Annual General Meeting and being eligible, offer themselves for re-election. Ordinary Resolutions will therefore be proposed at the Annual General Meeting to re-elect Messrs. LI Zhengbang, GAO Xiang and LAU Siu Fai as independent non-executive Directors of the Company. Pursuant to Rule 13.74 of Listing Rules, the details of such independent non-executive Directors are set out below:

**Mr. LI Zhengbang**, aged 77, joined the Group in 2007 as an independent non-executive Director. He graduated from Harbin Institute of Technology in 1958 and was elected as the academician of the Chinese Academy of Engineering in 1999. He is a qualified senior engineer in the PRC and is currently a Professor and Supervisor of PhD candidates of the Central Iron & Steel Research Institute. Mr. Li has been engaged in the research and development of electroslag metallurgy for years and has been one of the few pioneers in this area. His achievement was recognized by The Science and Technology Committee of the People’s Republic of China as one of the inventors of electroslag metallurgy technology in China. He has been granted special government subsidy by the State Council as a result of such achievement.

**Mr. GAO Xiang**, aged 66, joined the Group in 2007 as an independent non-executive Director. In July 1966, he graduated from Wuhan Institute of Mechanics, majoring in production craftsmanship of machines and equipment. He is a senior engineer. Under his leadership, the study of twist drill extrusion technology by Chengdu Tools Research Institute was honoured with Third Class Award of Technical Findings of the Ministry of Mechanics. His achievements are widely recognized in the industry, and he has been granted special government subsidy by the State Council since 1999 as a result of such achievements.

**Mr. LAU Siu Fai**, aged 52, joined the Group in July 2007 as an independent non-executive Director. He is a registered financial planner of the Society of Registered Financial Planners, Hong Kong and a fellow member of the Institute of Financial Accountants. Mr. Lau was previously the Group Financial Controller of Imagination Solutions, the Regional Accounting Manager of the North Asia region of Quaker Oats Asia, Inc., the chief representative in Beijing office of the Mansion Electronic Engineering company Ltd and the Deputy General Manager of the Investment Related Trade Department of Chia Tai Intertrade Company, Limited. In October 2005, he was appointed as the financial adviser of Shantou University.

Save as disclosed above and as at the Latest Practicable Date, each of Messrs. LI Zhengbang, GAO Xiang and LAU Siu Fai did not hold any directorship in any other listed public companies in the last three years and does not hold any position in any member of the Group, nor does each of them have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company or any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Each of Messrs. LI Zhengbang, GAO Xiang and LAU Siu Fai will enter into a new appointment letter with the Company for a period of one year commencing from the date of the Annual General Meeting to the date of the annual general meeting of the Company to be held in 2011 unless terminated by not less than three months' prior notice in writing served by either the relevant independent non-executive Director or the Company. In certain other circumstances, such appointment can also be terminated by the Company, including but not limited to serious breaches of the Directors' obligations under the appointment letter or serious misconduct.

The director's annual emoluments of RMB60,000, RMB36,000 and RMB96,000 were paid to Messrs. LI Zhengbang, GAO Xiang and LAU Siu Fai, respectively, during the year ended 31 December 2009 according to the terms of their respective appointment letter. It is proposed that the remuneration of Messrs. LI Zhengbang, GAO Xiang and LAU Siu Fai be RMB60,000, RMB36,000 and RMB96,000, respectively, for the above-mentioned new term. In determining of the remuneration, market rates and factors such as the Director's workload and required commitment have been taken into account.

In relation to the re-election of the above Directors, there is no information to be disclosed pursuant to any of the requirements of the provisions of Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules, and there is no other matter which needs to be brought to the attention of the shareholders of the Company.

## SHARE ISSUE MANDATE

Resolution 5 to be proposed at the Annual General Meeting ("**Resolution 5**") relates to the granting of a general mandate which will empower the Directors of the Company to issue new Shares not exceeding 20 per cent of the aggregate nominal amount of the share capital of the Company in issue at the date of passing of the resolution (including making and granting offers, agreements and options which would or might require Shares to be issued, allotted or disposed of) during the period up to the next annual general meeting of the Company, or at the expiration of the period within which the next annual general meeting of the Company is required by law to be held, or on revocation of Resolution 5 by an ordinary resolution of the shareholders at general meeting, whichever is the earliest.

As at the Latest Practicable Date, there were 419,500,000 Shares in issue. Therefore, subject to the passing of the proposed Resolution 5 at the Annual General Meeting and on the assumption that no additional Shares will be issued and that prior to the date of the proposed resolution, no Shares will be repurchased by the Company, the Company would be allowed under the mandate to issue a maximum of 83,900,000 Shares.

## REPURCHASE OF SHARES

The Company is allowed by its Memorandum and Articles of Association and the applicable laws and regulations of the Cayman Islands to repurchase its own Shares. The Listing Rules permit shareholders to grant a general mandate to the directors to repurchase shares of such company that are listed on the Stock Exchange. Such mandate is required to be given by way of an ordinary resolution passed by shareholders in general meeting.

### (a) Shareholders' approval

All proposed repurchases of Shares must be approved in advance by an ordinary resolution of the shareholders in general meeting, either by way of general mandate or by specific approval of a particular transaction.

Resolution 6 to be proposed at the Annual General Meeting ("**Resolution 6**") relates to the granting of a general mandate to the Directors of the Company to repurchase, on the Stock Exchange, the Shares up to a maximum of 10 per cent of the issued share capital of the Company as at the date of the proposed resolution ("**the Repurchase Proposal**") during the period up to the next annual general meeting of the Company, or at the expiration of the period within which the next annual general meeting of the Company is required by law to be held, or on revocation of Resolution 6 by an ordinary resolution of the shareholders at general meeting, whichever is the earliest.

### (b) Number of shares to be repurchased

The Shares to be purchased by the Company must be fully paid-up.

As at the Latest Practicable Date, there were 419,500,000 Shares in issue. Therefore, subject to the passing of the proposed Resolution 6 at the Annual General Meeting and on the assumption that no additional Shares will be issued and that prior to the date of the proposed resolution, no Shares will be repurchased by the Company, the Company would be allowed under the mandate to repurchase a maximum of 41,950,000 Shares.

The listing of all Shares which are repurchased by the Company will be automatically cancelled upon repurchase. The documents of title of repurchased shares will be cancelled and destroyed as soon as reasonably practicable following settlement of any such purchase.

### (c) Reason for the repurchase

The existing mandate to repurchase shares will expire on the date of the next annual general meeting. Given trading conditions on the Stock Exchange have sometimes been volatile in recent months and there have been occasions when Shares were trading at a substantial discount to their underlying net asset value, repurchases of the Shares may enhance the Company's net asset value per Share and earnings per Share. In these circumstances, the ability of the Company to repurchase the Shares can be beneficial to those shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company. Furthermore, exercise of the mandate granted under the Repurchase Proposal by the Directors of the Company would increase the trading volume of the Shares on the Stock Exchange. As such, the Directors of the Company believe that the Repurchase Proposal is in the interests of the Company and its shareholders.

**(d) Source of funds**

Repurchases by the Company must be funded out of funds legally available for the purpose in accordance with the Articles of Association and the applicable laws and regulations of the Cayman Islands. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

Any repurchase of Shares will be made out of the profits of the Company or out of a fresh issue of Shares made for the purpose of the purchase or, if authorised by the Articles of Association and subject to the Companies Law, out of capital and, in the case of any premium payable on the purchase, out of the profits of the Company or from sums standing to the credit of the share premium account of the Company, or if authorised by the Articles of Association and subject to the Companies Law of the Cayman Islands, out of capital.

The Directors of the Company do not expect there to be any material adverse impact on the working capital or gearing position of the Company, as compared with the position disclosed in the latest audited financial statements of the Company for the year ended 31 December 2009, as a result of repurchases made under the Repurchase Proposal even if the mandate is exercised in full. However, no purchase would be made in circumstances that would have a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements) unless the Directors of the Company consider that such purchases would be in the best interests of the Company notwithstanding such material adverse impact.

**(e) Trading restrictions**

The total number of Shares which the Company may repurchase is up to 10% of the total number of the Shares in issue as at the date of passing Resolution 6.

The Company shall not repurchase its shares on the Stock Exchange

- a. if the repurchase price is higher by 5% or more than the average closing market price for the 5 preceding trading days on which its shares were traded on the Stock Exchange; or
- b. for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

The Company shall not knowingly purchase its shares from a connected person and a connected person shall not knowingly sell shares to the Company, on the Stock Exchange.

The Company shall procure that any broker appointed by the Company to effect the purchase of its shares shall disclose to the Stock Exchange such information with respect to purchases made on behalf of the Company as the Stock Exchange may request.

The Company shall not repurchase its shares on the Stock Exchange at any time after a price sensitive development has occurred or has been the subject of a decision until such time as the price sensitive information is made publicly available. In particular, during the period of one month immediately preceding the earlier of:

- a. the date of the board meeting (as such date is first notified to the Stock Exchange in accordance with the Listing Rules) for the approval of the Company's results for any year, half-year, quarterly or any other interim period (whether or not required under the Listing Rules); and
- b. the deadline for the Company to publish an announcement of its results for any year or half-year under the Listing Rules, or quarterly or any other interim period (whether or not required under the Listing Rules),

and ending on the date of the results announcement, the Company may not purchase its shares on the Stock Exchange, unless the circumstances are exceptional.

The Company shall not repurchase its shares if that repurchase would result in the number of listed securities which are in the hands of the public falling below the relevant prescribed minimum percentage as required by the Stock Exchange, currently, 25% of the total issued share capital of the Company.

The Company may not make a new issue of shares or announce a proposed new issue of shares for a period of 30 days, after any repurchase, whether on the Stock Exchange or otherwise (other than an issue of securities pursuant to the exercise of warrants, share options or similar instruments requiring the Company to issue securities, which were outstanding prior to that purchase of its own securities), without the prior approval of the Stock Exchange.

**(f) Procedure and reporting**

The Company will submit for publication to the Stock Exchange through HKEx-EPS not later than 30 minutes before the earlier of the commencement of the morning trading session or any pre-opening session on the business day following any day on which the Company makes a purchase of Shares (whether on the Stock Exchange or otherwise), the total number of Shares purchased by the Company the previous day, the purchase price per Share or the highest and lowest prices paid for such purchases, where relevant, and shall confirm that those purchases which were made on the Stock Exchange were made in accordance with the Listing Rules and that there have been no material changes to the particulars contained in this circular. The Company should make arrangements with its brokers to ensure that they provide to the Company in a timely fashion the necessary information to enable the Company to make the report to the Stock Exchange.

In addition, the Company's annual report is required to disclose details regarding repurchases of Shares made during the financial year, including a monthly analysis of the number of shares repurchased, the purchase price per Share or the highest and lowest price paid for all such purchases, where relevant, and the aggregate prices paid.



**(g) Undertaking**

The Directors of the Company have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the proposed Resolution 6 in accordance with the Listing Rules and all applicable laws.

**(h) Disclosure of Interests**

None of the Directors of the Company nor, to the best of their knowledge having made all reasonable enquiries, any of their associates presently intend to sell the Shares to the Company under the Repurchase Proposal in the event that the Repurchase Proposal is approved by shareholders at the Annual General Meeting.

Meanwhile, the Company has not been notified by any connected persons of the Company that they have a present intention to sell any Shares, or that they have undertaken not to sell any Shares held by them to the Company, in the event that the Repurchase Proposal is approved by shareholders at the Annual General Meeting.

**(i) Takeover Code Implication and Public Float**

If, on the exercise of the powers granted under the Repurchase Proposal, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of rule 32 of the Hong Kong Code on Takeovers and Mergers (the "**Takeovers Code**"). As a result, a shareholder or a group of shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of such increase, may obtain or consolidate control of the Company and thereby obliged to make a mandatory general offer in accordance with rule 26 of the Takeovers Code.

As at 25 May 2010, being the latest practicable date for ascertaining information for inclusion in this circular (the “**Latest Practicable Date**”), and insofar the Directors of the Company are aware of, persons having interest in 10% or more of the issued share capital of the Company are as follows:

Name of shareholder	Capacity	No. of Shares held	% of shareholding	
			Current	Assuming the Repurchase Proposal is exercised in full
Zhu Xiaokun ( <i>Note 2</i> )	Interest in controlled corporations	220,183,000	52.49%	58.32%
Yu Yumei	Spouse interest	220,183,000	52.49%	58.32%
Tiangong Holdings Company Limited ( <i>Note 1</i> )	Beneficial owner	210,000,000	50.06%	55.62%
Li Tzar Kai Richard ( <i>Note 3</i> )	Interest in controlled corporations	51,000,000	12.16%	13.51%
Chiltonlink Limited ( <i>Notes 4 and 5</i> )	Interest in controlled corporations	51,000,000	12.16%	13.51%
Pacific Century Investment Holdings No. 1 Limited ( <i>Note 5</i> )	Interest in controlled corporations	51,000,000	12.16%	13.51%
Pacific Century Investment Holdings (Cayman Islands) Limited ( <i>Note 5</i> )	Interest in controlled corporations	51,000,000	12.16%	13.51%
Pacific Century Investment Holdings (Cayman Islands) Limited	Interest in controlled corporations	51,000,000	12.16%	13.51%
Bridge Holdings Company Limited ( <i>Note 5</i> )	Interest in controlled corporations	51,000,000	12.16%	13.51%



Name of shareholder	Capacity	No. of Shares held	% of shareholding	
			Current	Assuming the Repurchase Proposal is exercised in full
Bridge Partners, L.P. (Note 5)	Interest in controlled corporations	51,000,000	12.16%	13.51%
Bridge Investment Holdings Company Limited (Note 5)	Interest in controlled corporations	51,000,000	12.16%	13.51%
PineBridge Capital Partners LLC (formerly named as AIG Capital Partners, Inc.) (Note 5)	Interest in controlled corporations	21,000,000	5.01%	5.56%
PineBridge GEM II G.P., Co. (formerly named as AIG GEM II G.P., Co.) (Note 5)	Interest in controlled corporations	21,000,000	5.01%	5.56%
PineBridge GEM II G.P., L.P. (formerly named as AIG GEM II G.P., L.P.) (Note 5)	Interest in controlled corporations	21,000,000	5.01%	5.56%
PineBridge Global Emerging Markets Partners II, L.P. (formerly named as AIG Global Emerging Markets Fund II, L.P.) (Note 5)	Beneficial owner	21,000,000	5.01%	5.56%
Bridge Investment Holdings (Hong Kong) Limited (Note 5)	Interest in controlled corporations	30,000,000	7.15%	7.95%
Bridge Investment Holdings Limited Sàrl (Note 5)	Interest in controlled corporations	30,000,000	7.15%	7.95%

Name of shareholder	Capacity	No. of Shares held	% of shareholding	
			Current	Assuming the Repurchase Proposal is exercised in full
Bridge Investment Holdings (Gibraltar) No. 1 Limited (Note 5)	Interest in controlled corporations	30,000,000	7.15%	7.95%
PineBridge Investments Asia Limited (formerly named as AIG Global Investment Corporation (Asia) Ltd.) (Note 5) (Note 6)	Interest in controlled corporations	30,000,000	7.15%	7.95%
	Investment Manager	9,000,000	2.15%	2.38%
		<u>39,000,000</u>	<u>9.30%</u>	<u>10.33%</u>
PineBridge Asia Partners II G.P. Limited (formerly named as AIG Asian Opportunity II G.P. Ltd.) (Note 5)	Interest in controlled corporations	30,000,000	7.15%	7.95%
PineBridge Asia Partners II G.P., L.P. (formerly named as AIG AOF II G.P., L.P.) (Note 5)	Interest in controlled corporations	30,000,000	7.15%	7.95%
PineBridge Asia Partners II, L.P. (formerly named as AIG Asian Opportunity Fund II, L.P.) (Note 5)	Beneficial owner	30,000,000	7.15%	7.95%

*Notes:*

1. Tiangong Holdings Company Limited (“THCL”) was owned as to approximately 89.02% and 10.98% by Mr. Zhu Xiaokun and Madam Yu Yumei, respectively. Mr. Zhu was deemed to be interested in Shares held by THCL and other companies held as to not less than one-third interests by him.
2. Silver Power (HK) Limited, which was wholly-owned by Mr. Zhu Xiaokun, held 10,183,000 Shares.
3. Mr. Li Tzar Kai Richard reported that he was deemed to be interested in the Shares deemed to be interested in by Chiltonlink Limited, which was reported 100% controlled by Mr. Li.
4. Chiltonlink Limited reported that it was deemed to be interested in the Shares deemed to be interested in by Pacific Century Investment Holdings No. 1 Limited which was reported 100% controlled by Chiltonlink Limited.
5. Interests in controlled entities as reported are as follows:

<b>Name of controlled entity</b>	<b>Name of controlling shareholder</b>	<b>% of control</b>
Pacific Century Investment Holdings (Cayman Islands) Limited	Pacific Century Investment Holdings No. 1 Limited	100
Bridge Holdings Company Limited	Pacific Century Investment Holdings (Cayman Islands) Limited	100
Bridge Partners, L.P.	Bridge Holdings Company Limited	100
Bridge Investment Holdings Company Limited	Bridge Partners, L.P.	100
PineBridge Capital Partners LLC	Bridge Investment Holdings Company Limited	100
PineBridge GEM II G.P., Co.	PineBridge Capital Partners LLC	100
PineBridge GEM II G.P., L.P.	PineBridge GEM II G.P., Co.	100
PineBridge Global Emerging Markets Partners II, L.P.	PineBridge GEM II G.P., L.P.	100
Bridge Investment Holdings (Hong Kong) Limited	Bridge Investment Holdings Company Limited	100
Bridge Investment Holdings Limited Sàrl	Bridge Investment Holdings (Hong Kong) Limited	100
Bridge Investment Holdings (Gibraltar) No. 1 Limited	Bridge Investment Holdings Limited Sàrl	100
PineBridge Investments Asia Limited	Bridge Investment Holdings (Gibraltar) No. 1 Limited	100
PineBridge Asia Partners II G.P. Limited	PineBridge Investments Asia Limited	100
PineBridge Asia Partners II G.P., L.P.	PineBridge Asia Partners II G.P. Limited	100
PineBridge Asia Partners II, L.P.	PineBridge Asia Partners II G.P., L.P.	100

6. PineBridge Investments Asia Limited reported that it was deemed to be interested in the Shares of its client as investment manager.

In the event that the Directors of the Company shall exercise in full such powers under the Repurchase Proposal and on the basis that there is no other change in the then issued share capital of the Company, the interest of the above substantial shareholders would be increased to approximately the percentage shown in the last column above. The Directors of the Company consider that such increase would not give rise to an obligation to make a mandatory offer under rule 26 of the Takeovers Code. The number of Shares held by the public would not fall below 25% of the issued share capital of the Company.

**(j) Repurchase in the previous six months**

The Company has not repurchased any Shares pursuant to the mandate to repurchase Shares granted by shareholders of the Company on 18 June 2009.

**(k) Trading prices of the Shares**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each month from May 2009 and up to the Latest Practicable Date were as follows:

	<b>Highest Price</b> (HK\$)	<b>Lowest Price</b> (HK\$)
May 2009	2.38	1.66
June 2009	3.07	2.36
July 2009	3.14	2.31
August 2009	3.19	2.27
September 2009	2.64	2.18
October 2009	2.75	2.06
November 2009	2.82	2.45
December 2009	2.68	2.35
January 2010	2.95	2.46
February 2010	2.87	2.36
March 2010	3.58	2.64
April 2010	3.89	3.21
May 2010, up to 25 May 2010	3.50	2.90

**EXTENSION OF SHARE ISSUE MANDATE**

Resolution 7 to be proposed at the Annual General Meeting (“**Resolution 7**”) relates to the extension of the 20 per cent general mandate to be granted pursuant to Resolution 5. Subject to the passing at the Annual General Meeting of Resolution 5, Resolution 6 and Resolution 7, the Directors of the Company will be given a general mandate to add all those number of Shares which may from time to time be purchased under the Repurchase Proposal to the 20 per cent general mandate, thus, the limit of the share issue mandate would include, in addition to the 20 per cent limit as aforesaid, the number of Shares repurchased under the Repurchase Proposal.

## **ANNUAL GENERAL MEETING**

The notice convening the Annual General Meeting is set out on pages 14 to 16 of this circular. A form of proxy for use at the Annual General Meeting is being sent to the shareholders together with this circular. Whether or not you are able to attend the meeting, please complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Branch Share Registrars 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 as soon as possible and in any event not later than 48 hours before the time appointed for holding the meeting or any adjourned meeting. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.

## **VOTING PROCEDURES**

Pursuant to Rule 13.39(4) of the Listing Rules, at the Annual General Meeting, all resolutions put to the vote of the meeting shall be decided by poll. The Company will then announce the results of the poll in the manner prescribed under rule 13.39(5).

On a poll, votes may be given either personally or by proxy.

A corporation being a member of the Company shall be deemed for the purpose of the Articles of Association to be present in person if represented by its duly authorised representative being the person appointed by resolution of the directors or other governing body of such corporation or by power of attorney to act as its representative at the relevant general meeting of the Company or at any relevant general meeting of any class of members of the Company.

## **RECOMMENDATION**

The Directors consider that the re-election of the retiring Directors, the Share Issue Mandate, the Repurchase Proposal and the Extension of Share Issue Mandate are in the best interests of the Company and its shareholders and accordingly recommend all the shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

Yours faithfully  
For and on behalf of the Board  
**Tiangong International Company Limited**  
**ZHU Xiaokun**  
*Chairman*



**Tiangong International Company Limited**

**天工國際有限公司\***

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

**(Stock Code: 826)**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of the Shareholders of the Company will be held at Annapurna Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Tuesday, 29 June 2010 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 2009 be and are hereby approved.
2. The proposed final dividend of RMB0.0534 per share be and is hereby approved.
3. (a) (i) The re-election of Mr. LI Zhengbang as an independent non-executive director of the Company be and is hereby approved.  
(ii) The re-election of Mr. GAO Xiang as an independent non-executive director of the Company be and is hereby approved.  
(iii) The re-election of Mr. LAU Siu Fai as an independent non-executive director of the Company be and is hereby approved.  
(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;

\* For identification purpose only

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## NOTICE OF ANNUAL GENERAL MEETING

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(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 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 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 of 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 purchased 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



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## NOTICE OF ANNUAL GENERAL MEETING

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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.”

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

Hong Kong, 27 May 2010

*Registered office in Cayman Islands:*  
P.O. Box 309  
GT. Ugland 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:*  
Houxiang 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 Registrars 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.
- (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 in page 2 to the circular of the Company to which this notice forms part.