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**Tian Shan Development (Holding) Limited**  
**天山發展(控股)有限公司**

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

(Stock code: 2118)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of Tian Shan Development (Holding) Limited (the “**Company**”) will be held Units 1204-05, 12/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong on Friday, 29 January 2021 at 10:00 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolution as an ordinary resolution of the Company:

**ORDINARY RESOLUTION**

“**THAT:**

- (i) the form and substance of a financial assistance agreement dated 15 December 2020 entered into between 天津市天山房地產開發有限公司(Tianjin Tian Shan Real Estate Development Limited) (“**Tian Shan Tianjin Real Estate**”), 河北天山建材科技有限公司(Hebei Tianshan Construction Material Technology Company Limited)(the “**Borrower**”), 河北天山實業集團建築工程有限公司 (Hebei Tianshan Industrial Group Construction Engineering Company Limited)(“**Tianshan Construction**”) and 天山房地產開發集團有限公司(Tian Shan Real Estate Development Group Limited)(“**Tian Shan Real Estate**”) (a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for identification purpose) (the “**Financial Assistance Agreement**”) in relation to the provision of financial assistance (the “**Financial Assistance**”) relating to the facility agreement dated 15 December 2020 between the Borrower and the Bank (the “**Facility Agreement**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (ii) the form and substance of the agreement to be entered into by Tian Shan Tianjin Real Estate and the Bank (a copy of which has been produced to the meeting marked “B” and signed by the chairman of the meeting for identification purpose) (the “**Guarantee Agreement**”) in relation to the charge over immovable properties in favour of the Bank to guarantee and secure the payment obligations of the Borrower under the Facility Agreement with a maximum amount of RMB25.0 million be and is hereby approved and confirmed; and

(iii) the implementation of the Financial Assistance Agreement by any director of the Company and by any director of Tian Shan Tianjin Real Estate and any director of Tian Shan Real Estate be and is hereby approved, ratified and confirmed; and any director of the Company or any director of Tian Shan Tianjin Real Estate or any director of Tian Shan Real Estate (as the case may be) be and is hereby authorised to sign, execute, perfect and deliver all such documents (including, but not limited to, the Guarantee Agreement (collectively, the “**Security Documents**”)) and to affix the common seal of the Company or Tian Shan Tianjin Real Estate or Tian Shan Real Estate (as the case may be) on any such documents (including, but not limited to, the Security Documents) as and when necessary and do all such deeds, acts, matters and things as he may in his discretion consider necessary or desirable for the purposes of or in connection with the Financial Assistance and the transactions contemplated under it.”

By Order of the Board  
**Tian Shan Development (Holding) Limited**  
**Wu Zhen Shan**  
*Chairman*

Hong Kong, 13 January 2021

*Registered office:*

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Regatta Office Park  
P.O. Box 1350  
Grand Cayman KY1-1108  
Cayman Islands

*Head office and principal place of business:*

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108 Gloucester Road  
Wanchai  
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*Notes:*

1. Unless otherwise defined in this notice or the context requires otherwise, terms defined in the Circular shall have the same meanings when used in this notice.
2. Any shareholder entitled to attend and vote at the meeting is entitled to appoint one or, if he is holder of more than one share, more proxies to attend and vote instead of him. A proxy need not be a shareholder of the Company.
3. In order to be valid, a form of proxy in the prescribed form together with the power of attorney or other authority (if any) under which it is signed must be deposited at the branch share registrar of the Company, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof).

4. The register of members of the Company will be closed from Tuesday, 26 January 2021 to Friday, 29 January 2021 (both days inclusive), during which period no transfer of Shares will be registered. In order to determine the identity of the Shareholders who are entitled to attend and vote at the EGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Monday, 25 January 2021.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.
6. Delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting convened and in such event, the form of proxy shall be deemed to be revoked.
7. The vote at the meeting will be taken by poll.
8. In order to facilitate the prevention and control of the spread of the Coronavirus disease (COVID-19) and to safeguard the health and safety of the shareholders of the Company, the Company encourages the shareholders of the Company to consider appointing the chairman of the EGM as his/her/its proxy to vote on the relevant resolution at the EGM as an alternative to attending the EGM in person.

*As at the date of this notice, the executive directors of the Company are Mr. Wu Zhen Shan, Mr. Wu Zhen Ling and Mr. Zhang Zhen Hai; and the independent non-executive directors of the Company are Mr. Tian Chong Hou, Mr. Wang Ping and Mr. Cheung Ying Kwan.*