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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 at the Meeting Room, 6th Floor, No. 109 Tianshan Avenue, Shijiazhuang Hi-Tech Industry Development Zone, Shijiazhuang, Hebei Province, the People’s Republic of China on Wednesday, 9 February 2022 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 renewal construction services agreement dated 30 November 2021 (the “**Renewal Construction Services Agreement**”) entered into between the Company, 天山房地產開發集團有限公司 (Tian Shan Real Estate Development Group Limited) and 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**”)(a copy of which has been produced to the meeting marked “A” and signed by the chairman of the meeting for identification purposes) in relation to the provision of construction works and services for the property projects of the Company and its subsidiaries (the “**Group**”) according to the tender documents and the construction contracts signed or to be signed between Tianshan Construction and the Group from time to time for a term of two years from 1 January 2022 to 31 December 2023 and the transactions contemplated under it be and are hereby approved, confirmed and ratified (terms defined in the circular dated 11 January 2022 (the “**Circular**”) shall have the same meanings when used in this resolution);
- (ii) the proposed annual caps as set out in the Circular, being the expected construction costs incurred by the Group for the construction works and services to be provided by Tianshan Construction under the Renewal Construction Services Agreement for each of the two years ending 31 December 2023, be and are hereby approved and confirmed; and

(iii) the execution of the Renewal Construction Services Agreement by any director of the Company be and is hereby approved, ratified and confirmed and any director of the Company be and is hereby authorised, for and on behalf of the Company, to do all such acts and things and to sign, execute, seal (where required) and deliver all such documents and to take all such steps as he may in his discretion may consider necessary, appropriate, desirable or expedient to give effect to implement or in connection with or incidental to the Renewal Construction Services Agreement and any and all of the transactions contemplated thereunder.”

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

Hong Kong, 11 January 2022

Registered office:

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P.O. Box 1350
Grand Cayman KY1-1108
Cayman Islands

Head office and principal place of business:

Suite 801, 8th Floor
Everbright Centre
108 Gloucester Road
Wanchai
Hong Kong

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, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or any adjournment thereof).
4. 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.
5. 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.
6. The vote at the meeting will be taken by poll.

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