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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)

**PROPOSED AMENDMENTS TO THE ARTICLES OF
ASSOCIATION**

Subject to the approval of the Shareholders by way of a special resolution at the forthcoming AGM, the Board proposes to amend the Articles of Association of the Company and to adopt the New Articles of Association of the Company. A circular containing, among other things, particulars relating to the proposed amendments to the Articles of Association brought about by the adoption of the New Articles of Association together with a notice convening the AGM will be despatched to the Shareholders in due course.

The board (the “**Board**”) of directors (the “**Directors**”) of Tiande Chemical Holdings Limited (the “**Company**”) announces that, in order to (i) bring the existing articles of association of the Company (the “**Articles of Association**”) in line with the latest legal and regulatory requirements, including amendments made to Appendix 3 to the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the applicable laws of the Cayman Islands; and (ii) make other consequential and housekeeping amendments, the Board proposes to seek approval of the shareholders of the Company (the “**Shareholders**” or the “**Members**”) by special resolution at the forthcoming annual general meeting of the Company to be held on a date to be determined and notified by the Board (the “**AGM**”) to amend the Articles of Association by way of adoption of the amended and restated Articles of Association (the “**New Articles of Association**”) in substitution for, and to the exclusion of, the Articles of Association.

A summary of the major changes to the Articles of Association are set out below:

1. to delete the definitions of “associate”, “Law” and “Subsidiary and Holding Company”, and insert the definitions of “Act”, “announcement”, “close associate”, “electronic communication”, “electronic meeting”, “hybrid meeting”, “Listing Rules”, “Meeting Location”, “physical meeting”, “Principal Meeting Place” and “substantial shareholder” to align the relevant provisions in the Articles of Association with the applicable laws of

the Cayman Islands and the Listing Rules, and to make corresponding changes to the relevant articles;

2. to allow all general meetings (including, inter alia, an annual general meeting, an extraordinary general meeting, any adjourned meeting or postponed meeting) to be held as a physical meeting in any part of the world and at one or more locations, or as a hybrid meeting or an electronic meeting;
3. to provide that an annual general meeting of the Company must be called by Notice of not less than twenty-one (21) days, while all other general meetings (including extraordinary general meeting) must be called by Notice of not less than fourteen (14) days but if permitted by the Listing Rules, a general meeting may be called by shorter notice, subject to the Companies Act (the “**Act**”) if it is so agreed under the circumstances set out in the New Articles of Association;
4. to provide that the Company must hold its annual general meeting within six (6) months after the end of its financial year unless a longer period would not infringe the Listing Rules;
5. to provide that all Members have the right to (a) speak at a general meeting; and (b) vote at a general meeting except where a Member is required, by the Listing Rules, to abstain from voting to approve the matter under consideration;
6. to clarify the exceptional circumstances when a Director is still eligible to vote (and be counted in the quorum) on resolutions of the Board approving contracts or arrangements or any other proposals in which he or any of his close associates is materially interested, in accordance with Rule 13.44 of the Listing Rules;
7. to clarify that the Members may appoint and remove the auditor of the Company (the “**Auditor**”) by way of an ordinary resolution;
8. to clarify that remuneration of the Auditor shall be fixed by ordinary resolution at the general meeting at which they are appointed;
9. to clarify that, unless otherwise provided by the Act, a resolution that the Company be wound up by the court or to be wound up voluntarily shall be a special resolution;
10. to provide that the financial year end of the Company shall be 31st day of December in each year, unless otherwise determined by the Directors; and
11. to make other house-keeping amendments, including consequential amendments in line with the above amendments to the Articles of Association.

A circular containing, among other things, particulars relating to the proposed amendments to the Articles of Association brought about by the adoption of the New Articles of Association together with a notice convening the AGM will be despatched to the Shareholders in due course.

On behalf of the Board
Tiande Chemical Holdings Limited
Liu Yang
Chairman

Hong Kong, 25 March 2023

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.