



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)

FORM OF PROXY FOR ANNUAL GENERAL MEETING

I/We ^(Note 1) _____ of _____ being the registered holder(s) of ^(Note 2) _____ shares of HK\$0.01 each in the issued share capital of Tiande Chemical Holdings Limited (天德化工控股有限公司) (the “Company”), **HEREBY APPOINT** ^(Notes 3 & 8) the chairman of the annual general meeting of the Company (the “AGM”) or _____ of _____ as my/our proxy to act for me/us at the AGM (or at any adjournment thereof) to be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Hong Kong on Friday, 16 June 2023 at 2:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the AGM (the “Notice of AGM”) and at such meeting (or at adjournment thereof) to vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ^(Note 4)	AGAINST ^(Note 4)
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.		
6.	A. To grant a general mandate to the directors of the Company to issue shares as mentioned in the resolution no. 6A in the Notice of AGM.		
	B. To grant a general mandate to the directors of the Company to repurchase shares as mentioned in the resolution no. 6B in the Notice of AGM.		
	C. To grant a general mandate to the directors of the Company to add shares repurchased to the general mandate to issue additional shares as mentioned in the resolution no. 6C in the Notice of AGM.		
SPECIAL RESOLUTION		FOR ^(Note 4)	AGAINST ^(Note 4)
7.	To consider, and if thought fit, approve the amended and restated articles of association of the Company, which incorporates all the Proposed Amendments (details of which are set out in Appendix IV to the circular of the Company dated 27 April 2023), in substitution for and to the exclusion of the existing articles of association of the Company.		

Signature(s) ^(Notes 5 & 6) _____

Date _____

Notes:

- Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- If the proxy other than the chairman of the AGM is preferred, please strike out the words “the chairman of the annual general meeting of the Company (the “AGM”) or” and insert the name and address of the proxy desired in the space provided in **BLOCK CAPITAL**. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION(S), PLEASE INDICATE WITH A TICK IN THE RELEVANT BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION(S), PLEASE INDICATE WITH A TICK IN THE RELEVANT BOXES MARKED “AGAINST”. FAILURE TO COMPLETE THE BOX WILL ENTITLE YOUR PROXY TO CAST YOUR VOTE AT HIS, HER OR ITS DISCRETION.**
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of corporation, must be either under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders, this form of proxy must be signed by the member whose name appears first on the register of members.
- In order to be valid, this form of proxy and, if such form of proxy is signed by a person under a power of attorney or other authority on your behalf, a notarially certified copy of that power of attorney or authority shall be deposited at Computershare Hong Kong Investor Services Limited of 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong no later than Wednesday, 14 June 2023 at 2:00 p.m. (Hong Kong time).
- The proxy need not be a member of the Company.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the AGM if you so wish.
- ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNED THIS FORM OF PROXY.**

PERSONAL INFORMATION COLLECTION STATEMENT

“Personal Data” in this statement has the same meaning as “personal data” defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the laws of Hong Kong (“PDPO”), which include your and your proxy’s name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this form of proxy (the “Purposes”). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to its subsidiaries, its share registrar and transfer office, and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Computershare Hong Kong Investor Services Limited at the above address.