
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action to be taken, you should immediately consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tiande Chemical Holdings Limited (the “Company”), you should at once hand this circular 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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**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)

- 1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;**
- 2) RETIREMENT AND RE-ELECTION OF DIRECTORS; AND**
- 3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of the Company to be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Hong Kong, on Friday, 7 June 2024 at 2:00 p.m. (Hong Kong time) is set out on pages 13 to 16 of this circular. Whether or not you propose to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the office of the Hong Kong share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not later than Wednesday, 5 June 2024 at 2:00 p.m. (Hong Kong time). Completion and return of the form of proxy will not preclude you from attending and voting at the annual general meeting if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

No refreshment or beverages, and corporate gifts or gift coupons will be provided at the annual general meeting.

23 April 2024

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the meanings set out below:

“AGM”	the annual general meeting of the Company to be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Hong Kong, on Friday, 7 June 2024 at 2:00 p.m. (Hong Kong time) or any adjournment thereof
“Articles”	the articles of association of the Company, as amended from time to time
“Audit Committee”	the audit committee of the Company
“Board”	the board of Directors
“chief executive”	has the meaning ascribed to it under the Listing Rules
“close associates”	has the meaning ascribed to it under the Listing Rules
“Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	Tiande Chemical Holdings Limited (天德化工控股有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 7 December 2004 under the Companies Act whose Shares are listed and traded on the main board of the Stock Exchange (Stock Code: 609)
“controlling shareholder”	has the meaning ascribed to it under the Listing Rules
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	the director(s) of the Company
“Final Dividend”	the proposed final dividend of HK\$0.10 per Share as recommended by the Board in respect of the year ended 31 December 2023 to Shareholders whose names appear on the Register on the Record Date
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	the general mandate proposed to be granted to the Directors at the AGM to allot, issue or deal with new Shares not exceeding 20% of the number of Shares in issue as at the date of passing of the relevant resolution(s) granting such general mandate

DEFINITIONS

“Latest Practicable Date”	15 April 2024, being the latest practicable date for ascertaining certain information in this circular prior to its printing
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended from time to time
“Nomination Committee”	the nomination committee of the Company
“PRC”	the People’s Republic of China which, for the purposes of this circular, excludes Hong Kong, the Macau Special Administrative Region and Taiwan
“Record Date”	26 July 2024, being the record date for determining entitlements of the Shareholders to the Final Dividend
“Register”	the register of members of the Company
“Remuneration Committee”	the remuneration committee of the Company
“Repurchase Mandate”	the general mandate proposed to be granted to the Directors at the AGM to repurchase up to 10% of the number of Shares in issue as at the date passing of the relevant resolution(s) of granting such general mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFC”	the Securities and Futures Commission
“SFO”	Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong), as amended, supplemented or otherwise modified from time to time
“Shareholder(s)”	holder(s) of the Share(s)
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	has the meanings ascribed to it under the Listing Rules
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs as approved by the SFC, as amended from time to time
“%”	per cent

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Liu Yang (*Chairman*)
Mr. Wang Zijiang
Mr. Chen Xiaohua (*General manager*)

Independent non-executive Directors:

Mr. Leung Kam Wan
Mr. Liu Chenguang
Ms. Shan Honghong

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111
Cayman Islands

Principal office in Hong Kong:

Room 2204A on the 22nd Floor
Bank of America Tower
12 Harcourt Road Central
Hong Kong

23 April 2024

To the Shareholders

Dear Sir or Madam,

**1) PROPOSED GRANT OF GENERAL MANDATES TO ISSUE AND
REPURCHASE SHARES;
2) RETIREMENT AND RE-ELECTION OF DIRECTORS; AND
3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

It is proposed that at the AGM, resolutions will be proposed to seek the Shareholders' approval for, among others, (i) to grant to the Directors Issue Mandate to allot, issue or deal with the new Shares (including the extended Issue Mandate); (ii) to grant to the Directors the Repurchase Mandate to repurchase the Shares; (iii) to re-elect the retiring Directors; and (iv) to declare Final Dividend.

This circular is to provide you with the information related to the proposed grant of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate, the Directors offering for re-election at the AGM, the proposed declaration of Final Dividend and all other information reasonably necessary to enable the Shareholders to make informed decisions on whether to vote for or against the resolutions proposed at the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to seek the approval of the Shareholders to grant an Issue Mandate to the Directors to allot, issue or deal with the Shares up to 20% of the number of Shares in issue as at the date of the AGM to provide flexibility for the Company to raise fund by issue of new Shares efficiently. In addition, a separate ordinary resolution will further be proposed for extending the Issue Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details of the Repurchase Mandate are further elaborated below. As at the Latest Practicable Date, there were in issue an aggregate of 869,418,000 Shares. Subject to the passing of the resolutions for the approval of the Issue Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Issue Mandate to allot, issue and deal with a maximum of 173,883,600 Shares.

GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will also be proposed that the Directors will be given a Repurchase Mandate to exercise all powers of the Company to repurchase issued and fully paid Shares. Under such mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the number of Shares in issue as at the date of the AGM. Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 86,941,800 Shares. The Company's authority is restricted to repurchase Shares on the Stock Exchange in accordance with the Listing Rules.

The Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate up to (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, the Companies Act, or any applicable laws of the Cayman Islands to be held; or (iii) the revocation or variation of the Issue Mandate (including the extended Issue Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

LETTER FROM THE BOARD

RETIREMENT AND RE-ELECTION OF DIRECTORS

According to Article 84 of the Articles, Mr. Chen Xiaohua (陳孝華先生) and Mr. Leung Kam Wan (梁錦雲先生) shall retire from office by rotation at the AGM, each of them, being eligible, will offer himself for re-election.

Pursuant to Code Provision B.2.3 of the Corporate Governance Code set out in Appendix C1 to the Listing Rules, any further appointment of an independent non-executive Director serving more than nine years should be subject to a separate resolution to be approved by the Shareholders. Mr. Leung Kam Wan (“**Mr. Leung**”), independent non-executive Director, has been serving the Company for more than nine years since March 2007. Separate resolution will be proposed for his re-election at the AGM. He is not and has not been a director of any other listed companies in the last three years. He attended all the meetings of the Board and the relevant Board committees held in the past years. Mr. Leung has confirmed in writing his independence in accordance with the Listing Rules (“**Mr. Leung’s Confirmation**”).

The Nomination Committee has reviewed the structure and composition of the Board, the confirmations and disclosures given by the Directors, the qualifications, skills and experience, time commitment and contribution of the retiring Directors with reference to the nomination principles and criteria set out in the Company’s Board Diversity Policy and Director Succession Plan and the Company’s corporate strategy, and the independence of all independent non-executive Directors. The Nomination Committee has recommended to the Board on re-election of all the retiring Directors including Mr. Leung who is due to retire at the AGM. The Board is not aware of any circumstances which are likely to affect Mr. Leung’s independence as an independent non-executive Director even though he has served the Company for more than nine years and the Board considers that Mr. Leung meets the independence guidelines set out in Rule 3.13 of the Listing Rules.

Based on Mr. Leung’s background and Mr. Leung’s Confirmation, the Board believes that Mr. Leung continues to be independent. Mr. Leung has not been involved in any day-to-day management role in the Group nor in any relationships which would interfere with the exercise of his independent judgement. Besides, as at the Latest Practicable Date, Mr. Leung does not hold any Shares. The Company considers that the continuous appointment of Mr. Leung as an independent non-executive Director will help to maintain the stability of the Board as he will continue to bring valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning and diversity. Furthermore, Mr. Leung confirms to the Company that he is fully aware that he is responsible for performing functions and discharging duties to the Company through active participation in the Board’s meetings by bringing balance of views as well as knowledge, experience and expertise. Given the historical attendance records, the qualifications and professional experience of Mr. Leung, the Board is of the view that the continuing service of Mr. Leung in the Company is beneficial to the Group and thus considers that Mr. Leung should be re-elected at the AGM.

Details of the Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

LETTER FROM THE BOARD

FINAL DIVIDEND

As stated in the announcement issued by the Company dated 25 March 2024 relating to the annual results of the Group for the year ended 31 December 2023, the Board recommended the payment of the Final Dividend. The Final Dividend is subject to approval by the Shareholders at the AGM and a resolution will be proposed to the Shareholders for voting at the AGM.

Closure of Register

For ascertaining the Shareholders who are entitled to attend and vote at the AGM, the Register will be closed from Tuesday, 4 June 2024 to Friday, 7 June 2024 (both days inclusive), during which period no transfer of Shares will be effected. In order to be eligible to attend and vote at the AGM, all transfers documents accompanied by the relevant share certificates should be lodged with the Company's share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716 on the 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Monday, 3 June 2024.

The Register will also be closed from Wednesday, 24 July 2024 to Friday, 26 July 2024 (both days inclusive) in order to determine the Shareholders' entitlements to the Final Dividend, during which no transfer of Shares will be registered. To qualify for the Final Dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong share registrar and transfer office, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 23 July 2024. Shareholders whose names appear on the Register on the Record Date, i.e. Friday, 26 July 2024 will be entitled to the Final Dividend. The Final Dividend is expected to be paid to Shareholders on or about Thursday, 29 August 2024.

AGM

The notice of AGM is set out on pages 13 to 16 of this circular. A form of proxy for use at the AGM is enclosed and whether you intend to be present at the AGM, you are requested to complete the form of proxy and return it to the Company's Hong Kong share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not later than Wednesday, 5 June 2024 at 2:00 p.m. (Hong Kong time). Completion and return of the form of proxy will not preclude you from attending and voting at the AGM if you so wish, and in such event, the form of proxy shall be deemed to be revoked.

VOTING BY POLL AT THE AGM

In accordance with Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at a general meeting of the Company must be taken by poll except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, the resolutions to be considered and, if thought fit, approved at the AGM will be voted by way of a poll by the Shareholders. The results of the vote by poll will be published on the Company's website and the website of the Stock Exchange after the conclusion of the AGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the proposed granting of the Issue Mandate (including the extended Issue Mandate) and the Repurchase Mandate, the re-election of Directors, and the proposed declaration of Final Dividend are each in the best interests of the Company and its Shareholders as a whole. The Directors recommend you to vote in favour of all the proposed resolutions at the AGM.

GENERAL

As at the Latest Practicable Date, to the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM.

Yours faithfully,
By order of the Board
Tiande Chemical Holdings Limited
Liu Yang
Chairman

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you for your consideration of the Repurchase Mandate.

1. REPURCHASE OF SECURITIES FROM CORE CONNECTED PARTIES

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

The Company confirms that the explanatory statement set out in this Appendix contains the information required under Rule 10.06(1)(b) of the Listing Rules and that neither the explanatory statement nor the Repurchase Mandate has unusual features.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued Share comprised 869,418,000 fully-paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 86,941,800 fully-paid Shares, representing 10% of the number of Shares in issue as at the date of passing of the resolution.

3. REASONS FOR THE REPURCHASE

The Directors believe that it is in the best interests of the Company and its Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares in the market. The Directors have no present intention to repurchase any Shares but consider that the mandate will provide the Company with flexibility to make such repurchase when they consider appropriate and beneficial to the Company.

4. FUNDING OF REPURCHASES

Such repurchases may enhance the net asset value and/or the earnings per Share. As compared with the financial position of the Company as at 31 December 2023 (being the date of its latest published accounts), the Directors consider that there would not be a material adverse impact on the working capital and on the gearing position of the Company in the event that the proposed repurchases were to be carried out in full during the proposed purchase period.

No repurchase would be made in circumstances that would have a material adverse impact on the working capital or gearing ratio of the Company.

The Company is empowered by its Articles to repurchase its Shares. The Companies Act provides that the amount of capital repaid in connection with a share repurchase may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or the proceeds of a new issue of Shares made for such purpose. The amount of premium payable on repurchase may only be paid out of either the profits that would otherwise be available for distribution by way of dividend or out of the share premium of the Company. Under the Companies Act, the repurchased Shares will remain part of the authorised but unissued Share.

The Directors intend to apply the profits that would otherwise be available for distribution by way of dividend for any repurchase of its Shares.

5. SHARE PRICES

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

Month	Per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2023		
April	2.33	2.10
May	2.16	1.90
June	1.95	1.61
July	1.80	1.48
August	1.55	1.30
September	1.65	1.40
October	1.59	1.41
November	1.51	1.31
December	1.47	1.31
2024		
January	1.47	1.10
February	1.25	1.00
March	1.32	1.08
April (up to the Latest Practicable Date)	1.21	1.12

6. DISCLOSURE OF INTERESTS AND MINIMUM PUBLIC SHAREHOLDING

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the AGM.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and applicable laws of the Cayman Islands.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company after exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or a group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Company, Cheerhill Group Limited ("**Cheerhill**"), a company wholly owned by Mr. Liu Yang, and Mr. Liu Yang are the substantial Shareholders holding in aggregate more than 10% of the issued Shares. In the event that Cheerhill and/or Mr. Liu Yang did not acquire/dispose of its/his/their Shares and if the Directors should exercise in full the power to repurchase Shares which is proposed to be granted pursuant to the resolution, the aggregated shareholding of Cheerhill and Mr. Liu Yang in the Company would be increased from 27.04% to approximately 30.04% of the issued Shares and such increase may give rise to an obligation on the part of Cheerhill and Mr. Liu Yang to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no intention to exercise the Repurchase Mandate to such extent that would give rise to an obligation to make a mandatory general offer by any Shareholder under Rule 26 of the Takeovers Code or the Shares in the hand of the public would fall below the relevant prescribed minimum percentage (i.e. 25%).

7. SHARES REPURCHASE MADE BY THE COMPANY

During the six months immediately prior to the Latest Practicable Date, no Shares have been repurchased by the Company (whether on the Stock Exchange or otherwise).

Resolutions will be proposed at the AGM for re-election of Mr. Chen Xiaohua (陳孝華先生) and Mr. Leung Kam Wan (梁錦雲先生) as Directors according to the Articles. Their particulars are as follows:

Mr. Chen Xiaohua (陳孝華先生)(“**Mr. Chen**”), aged 46, is an executive Director and a general manager of the Company. He is also a director of Weifang Common Chem Co., Ltd., a wholly-owned subsidiary of the Company, since November 2018, and was a director of Weifang Dekel Innovative Materials Co., Ltd., a wholly-owned subsidiary of the Company, from January 2018 to January 2020. Mr. Chen graduated from Changwei Teachers College (昌濰師範專科學校) (now known as Weifang University) in the PRC in July 1999, majoring in chemistry education. He joined the Group in March 2000. He has over 20 years of experience in the chemical industry. Save as disclosed in this circular, Mr. Chen did not hold any other major appointments and professional qualifications.

As at the Latest Practicable Date, Mr. Chen holds employee share options which entitle him to subscribe for a total of 2,000,000 Shares, and holds 2,532,000 Shares, in aggregate representing approximately 0.52% of the issued Shares. Mr. Chen does not have any relationship with any Directors, senior management of the Group or substantial or controlling shareholder of the Company and did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the Latest Practicable Date. Save as disclosed above, he does not have, and is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or of its associated corporations which is required to be disclosed under Part XV of the SFO.

Mr. Chen has entered into a service agreement with the Company in June 2021. Subject to the Shareholders’ approval, Mr. Chen will enter into a new service agreement with the Company for his appointment as an executive Director for an initial fixed term of three years commencing from the date of the AGM and continue thereafter unless and until terminated by either party to the service agreement by not less than three months’ prior written notice. The current basic annual salary of Mr. Chen is RMB656,250 which was determined with reference to his duties and responsibilities with the Company and the prevailing market conditions. He is also entitled to an annual management bonus after the end of each financial year equivalent to a maximum of 5% of the audited consolidated profits of the Group attributable to the Shareholders (after taxation but before extraordinary items and before such management bonus).

Mr. Leung Kam Wan (梁錦雲先生)(“**Mr. Leung**”), aged 58, has been appointed as an independent non-executive Director since 1 March 2007. He is also the chairman of the Audit Committee, a member of the Remuneration Committee and the Nomination Committee. Mr. Leung graduated from Hong Kong Baptist University and Hong Kong Polytechnic University with a degree of Bachelor of Business Administration in Finance and a master degree in corporate governance in 1992 and 2007 respectively. Mr. Leung currently is an associate member of The Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants. Mr. Leung has been a practicing certified public accountant for over 10 years. He has extensive experience in financing, accounting and auditing. Mr. Leung currently is the managing director of Leung Kam Wan CPA Limited. Save as disclosed above, Mr. Leung did not hold any other major appointments and professional qualifications. He does not have any relationship with any Directors, senior management of the Group or substantial or controlling shareholder of the Company and did not hold any other directorships in public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years prior to the Latest Practicable Date. He does not have, and is not deemed to have any interests or short positions in any Shares, underlying shares or debentures of the Company or any of its associated corporations which is required to be disclosed under Part XV of the SFO.

Mr. Leung has entered into a letter of appointment with the Company for an initial term of not more than three years from June 2021 and will be renewed automatically for successive term of three years subject to retirement by rotation under the Articles. The director’s fee of Mr. Leung is HK\$225,000 per annum which is determined with reference to the prevailing range of fees for an independent non-executive director, a chairman of audit committee, a member of nomination committee and a member of remuneration committee of listed companies in Hong Kong.

Save as disclosed above, the Company is not aware of any matters relating to the re-election of the above persons which are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules and any other matters that need to be brought to the attention of Shareholders.

NOTICE OF AGM



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)

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**AGM**”) of Tiande Chemical Holdings Limited (the “**Company**”) will be held at 14/F, Fairmont House, 8 Cotton Tree Drive, Hong Kong, on Friday, 7 June 2024 at 2:00 p.m. (Hong Kong time) to consider, and if thought fit, transact the following resolutions as ordinary resolutions of the Company:

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 2023.
2. To approve the declaration of a final dividend of HK\$0.10 per share for the year ended 31 December 2023.
3.
 - (i) To re-elect Mr. Chen Xiaohua (陳孝華先生) as executive director of the Company;
 - (ii) To re-elect Mr. Leung Kam Wan (梁錦雲先生) as 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 re-appoint BDO Limited as the auditor of the Company for the year ending 31 December 2024 and to authorise the board of directors of the Company to fix its remuneration.
5. To consider as special business and, if thought fit, pass with or without amendments the following resolution as ordinary resolutions of the Company:

A. “THAT:

- (a) subject to paragraph (c), pursuant to the Rules (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the exercise by the directors of the Company during the Relevant Period (defined as below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the “**Shares**”) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such power be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in paragraph (a) shall authorise the directors of the Company during the Relevant Period (defined as below) to make or grant offers, agreements and options which might require the exercise of such power after the end of the Relevant Period (defined as below);
- (c) the aggregate number of Shares 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 a Rights Issue (defined as below) or scrip dividend scheme or similar arrangement of the Company or the exercise of the subscription rights under the share option scheme of the Company adopted on 20 May 2016 or any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20% of the number of Shares in issue as at the date of the AGM; and
 - (bb) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the number of issued Shares on the date of the passing of resolution no. 5B), 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 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; and

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, option or other securities giving rights to subscribe for Shares open for a period fixed by the directors of the Company to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusion or other arrangements as the directors of the Company may deem necessary or expedient in relation to fractional entitlements or 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).”

NOTICE OF AGM

B. “THAT:

- (a) the exercise by the directors of the Company during the Relevant Period (defined as below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period (defined as below) shall not exceed 10% of the number of Shares in issue as at the date of the AGM and the said approval be limited accordingly; and
- (c) 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 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.”

- C. “**THAT** conditional upon resolution no. 5B above being passed, the aggregate number of Shares which are repurchased by the Company under the authority granted to the directors of the Company as mentioned in resolution no. 5B above shall be added to the aggregate number of Shares that may be allotted or agreed conditionally or unconditionally to be allotted by the directors of the Company pursuant to resolution no. 5A above.”

By order of the Board
Tiande Chemical Holdings Limited
Lau Wai Chun
Company Secretary

Hong Kong, 23 April 2024

Principal office in Hong Kong:
Room 2204A on the 22nd Floor
Bank of America Tower
12 Harcourt Road Central
Hong Kong

NOTICE OF AGM

Notes:

- (1) A member entitled to attend and vote at the AGM convened by the above notice is entitled to appoint proxies to attend and to vote in his stead. A proxy need not be a member of the Company. In order to be valid, the form of proxy must be deposited at the Company's Hong Kong share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, not later than Wednesday, 5 June 2024 at 2:00 p.m. (Hong Kong time).
- (2) With reference to the ordinary resolutions sought in resolution nos. 5A and 5B of this notice, the directors of the Company wish to state that they have no immediate plans to issue any new Shares or to repurchase any existing Shares under the respective general mandates proposed at the AGM. The explanatory statement required by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited in connection with the repurchase mandate is also despatched to the shareholders of the Company together with this notice.
- (3) For ascertaining the shareholders of the Company who are entitled to attend and vote at the AGM, the register of members of the Company will be closed from Tuesday, 4 June 2024 to Friday, 7 June 2024, both days inclusive, during which period no transfer of Shares will be effected. All transfers documents accompanied by the relevant share certificates should be lodged with the Company's share registrar and transfer office 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, for registration not later than 4:30 p.m. on Monday, 3 June 2024.
- (4) If tropical cyclone warning signal no. 8 or above is hoisted or "extreme conditions" caused by super typhoons or a black rainstorm warning signal is in force at 11:00 a.m. on Friday, 7 June 2024, the AGM will be postponed and further announcement for details of alternative meeting arrangements will be made. The AGM will be held as scheduled even when tropical cyclone warning signal no. 3 or below is hoisted, or an amber or red rainstorm warning signal is in force. The shareholders of the Company should make their own decision as to whether they would attend the AGM under bad weather conditions and if the shareholders of the Company should choose to do so, they are advised to exercise care and caution.
- (5) No refreshment or beverages, and corporate gifts or gift coupons will be provided at the AGM.