Unless the context requires otherwise, capitalised terms used herein shall have the same meanings as defined in the prospectus of Tiande Chemical Holdings Limited (the "Company") dated 17 October 2006 (the "Prospectus").

This announcement is for information purpose only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities.

Prospective investors should read the Prospectus for detailed information about the Share Offer as described below before deciding whether or not to invest in the Offer Shares.

TIANDE CHEMICAL HOLDINGS LIMITED
天德化工控股有限公司

(Incorporated in the Cayman Islands with limited liability)

LISTING ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED

BY WAY OF PLACING AND PUBLIC OFFER

Number of Offer Shares	**:**	**100,000,000 Shares**
Number of Placing Shares	**:**	**90,000,000 Shares (subject to reallocation)**
Number of Public Offer Shares	**:**	**10,000,000 Shares (subject to reallocation)**
Offer Price	**:**	**Not more than HK$1.05 per Offer Share and expected to be not less than HK$0.75 per Offer Share**
Nominal value	**:**	**HK$0.01 each**
Stock code	**:**	**609**

Sponsor

FIRST SHANGHAI CAPITAL LIMITED

Bookrunner and Lead Manager

FIRST SHANGHAI SECURITIES LIMITED

Co-lead managers

China Everbright Securities (HK) Limited　　**Guotai Junan Securities (Hong Kong) Limited**

Co-managers

Core Pacific - Yamaichi International (H.K.) Limited　　**CSC Securities (HK) Limited**
Oriental Patron Asia Limited　　**Platinum Securities Company Limited**
UOB Kay Hian (Hong Kong) Limited　　**VC Brokerage Limited**

Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares in issue and to be issued as mentioned in the Prospectus including such number of Shares which may be issued pursuant to the exercise of the options that may be granted under the Share Option Scheme, such number being up to 10% of the Shares in issue on the Listing Date. Dealings in the Shares on the Main Board are expected to commence at 9:30 a.m. on Friday, 27 October 2006. Subject to the granting of the listing of, and permission to deal in, the Shares on the Main Board as well as the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in the CCASS with effect from the Listing Date or any other date as determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and the CCASS Operational Procedures in effect from time to time.

The Share Offer comprises 100,000,000 Shares initially being offered by the Company for subscription by way of Placing and Public Offer. A total of 90,000,000 Shares, representing an aggregate of 90% of the total number of the Offer Shares, will initially be offered under the Placing to professional, institutional and/or other investors in Hong Kong. A total of 10,000,000 Shares, representing 10% of the total number of the Offer Shares, will initially be offered under the Public Offer in Hong Kong. The allocation of the Shares between the Public Offer and the Placing is subject to reallocation as stated in the paragraph headed "Reallocation of the Offer Shares between the Public Offer and the Placing" under the section headed "Structure and conditions of the Share Offer" of the Prospectus. If the Public Offer or the Placing is not fully subscribed, First Shanghai Securities (for itself and for and on behalf of the Underwriters) has the authority (but not an obligation) to reallocate all or any of the unsubscribed Public Offer Shares originally included in the Public Offer to the Placing (or vice versa, as appropriate) in such proportions as it deems appropriate. The number of Placing Shares available under the Placing will be correspondingly reduced or increased (as the case may be) as a result of reallocation (if any). Multiple applications or suspected multiple applications and any application on a **WHITE** or **YELLOW** application form for more than 50% of the total number of the Public Offer Shares initially made available for subscription under the Public Offer will be rejected and only one application on either a **WHITE** or **YELLOW** application form may be made for the benefit of any person. In addition, applicants are required to undertake and confirm that they or the relevant beneficial owner(s) have not received or applied for and will not receive or apply for any Placing Shares under the Placing. Applications where cheques or banker's cashier orders are dishonoured upon first presentation are liable to be rejected.

Applications for the Public Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related application forms. Applicants who would like to be allotted the Public Offer Shares in their own names should complete and sign the **WHITE** application forms.

Applicants who would like to have the allotted Public Offer Shares issued in the name of HKSCC Nominees Limited and deposited directly into CCASS for the credit of their investor participant stock accounts or the stock accounts of their designated CCASS participants maintained in CCASS should complete and sign the **YELLOW** application forms, copies of which, together with copies of the Prospectus, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 17 October 2006 until 12:00 noon on Friday, 20 October 2006 at the Depository Counter of HKSCC at 2nd Floor, Vicwood Plaza, 199 Des Voeux Road Central, Hong Kong.

The Share Offer is conditional upon fulfillment of the conditions as stated under the paragraph headed "Conditions of the Share Offer" in the section headed "Structure and conditions of the Share Offer" of the Prospectus. If the conditions are not fulfilled or waived on or before Thursday, 16 November 2006, all application moneys received from applicants under the Public Offer will be refunded, without interest, on the terms set out under the heading "Refund of your application money" on the application forms.

The Offer Price will be not more than HK$1.05 and not less than HK$0.75. The Offer Price is expected to be determined by agreement between the Company and First Shanghai Securities (for itself and on behalf of the Underwriters) not later than 5:00 p.m. on Friday, 20 October 2006 or such other time as may be agreed amongst the Company, First Shanghai Capital and First Shanghai Securities (for itself and for and on behalf of the Underwriters). In such event, the Company will issue an announcement to be published in The Standard in English and Hong Kong Economic Times in Chinese on Monday, 23 October 2006. First Shanghai Capital and First Shanghai Securities (for itself and for and on behalf of the Underwriters) may, with the consent of the Company, reduce the indicative Offer Price range stated in the Prospectus (being HK$0.75 per Offer Share to HK$1.05 per Offer Share) at any time prior to the Price Determination Time. In such case, notice of the reduction in the indicative Offer Price range will be published in The Standard (in English) and the Hong Kong Economic Times (in Chinese) as soon as practicable but in any event not later than Thursday, 26 October 2006. Applicants under the Public Offer should note that save under the circumstances as set out in the paragraph headed "Circumstances in which you will not be allotted Public Offer Shares" under the section headed "How to apply for the Public Offer Shares" of the Prospectus, applications for the Public Offer Shares cannot be withdrawn once submitted. Applicants for the Public Offer Shares must pay the maximum Offer Price of HK$1.05 together with 1% brokerage fee, 0.005% SFC transaction levy and 0.005% Stock Exchange trading fee.

Copies of the Prospectus, together with the **WHITE** application forms, may be obtained during normal business hours from 9:00 a.m. on Tuesday, 17 October 2006 until 12:00 noon on Friday, 20 October 2006 from:

1. Any participant of the Stock Exchange;
2. **First Shanghai Securities Limited** at 19th Floor, Wing On House, 71 Des Voeux Road Central, Hong Kong;
3. **China Everbright Securities (HK) Limited** at 36th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong;
4. **Guotai Junan Securities (Hong Kong) Limited** at 27th Floor, Low Block, Grand Millennium Plaza, 181 Queen's Road Central, Hong Kong;
5. **Core Pacific - Yamaichi International (H.K.) Limited** at 36th Floor, Cosco Tower, Grand Millennium Plaza, 183 Queen's Road Central, Hong Kong;
6. **CSC Securities (HK) Limited** at Units 3204-3207, 32nd Floor, Cosco Tower, 183 Queen's Road Central, Hong Kong;
7. **Oriental Patron Asia Limited** at 27th Floor, Two Exchange Square, 8 Connaught Place, Central, Hong Kong;
8. **Platinum Securities Company Limited** at 22nd Floor, Standard Chartered Bank Building, 4 Des Voeux Road Central, Hong Kong;
9. **UOB Kay Hian (Hong Kong) Limited** at 15th Floor, Aon China Building, 29 Queen's Road Central, Hong Kong;
10. **VC Brokerage Limited** at 28th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong; or
11. any of the following branches of **Standard Chartered Bank (Hong Kong) Limited**:

Hong Kong Island:	Des Voeux Road Branch	Standard Chartered Bank Building, 4-4A Des Voeux Road Central, Central
	Hennessy Road Branch	399 Hennessy Road, Wanchai
	Leighton Centre Branch	Shop 12-16, UG/F., Leighton Centre, 77 Leighton Road, Causeway Bay
	North Point Centre Branch	North Point Centre, 284 King's Road, North Point
Kowloon:	Mongkok Branch	Shop B, G/F., 1/F. & 2/F., 617-623 Nathan Road, Mongkok
	Cheung Sha Wan Branch	828 Cheung Sha Wan Road, Cheung Sha Wan
	Kwun Tong Branch	88-90 Fu Yan Street, Kwun Tong
	Yaumati Branch	546-550 Nathan Road, Yaumati
	Mei Foo Stage I Branch	G/F., 1C Broadway, Mei Foo Sun Chuen Stage I, Lai Chi Kok
New Territories:	Tsuen Wan Branch	Shop C, G/F. & 1/F., Jade Plaza, No. 298 Sha Tsui Road, Tsuen Wan
	City One Shatin Branch	Shop 30-33, G/F., Ngan Shing Commercial Centre, City One Shatin

Completed **WHITE** and **YELLOW** application forms (to which cheques or banker's cashier orders should be securely stapled) should be deposited in the special collection boxes provided at any of the branches of Standard Chartered Bank (Hong Kong) Limited referred to above on the following dates during the following times:

Tuesday, 17 October 2006	**:**	**9:00 a.m. to 4:00 p.m.**
Wednesday, 18 October 2006	**:**	**9:00 a.m. to 4:00 p.m.**
Thursday, 19 October 2006	**:**	**9:00 a.m. to 4:00 p.m.**
Friday, 20 October 2006	**:**	**9:00 a.m. to 12:00 noon**

Subject to the terms and conditions set out in the Prospectus and the application forms, completed **WHITE** and **YELLOW** application forms must be received by no later than 12:00 noon on Friday, 20 October 2006 (or such later date as may apply in the case of a tropical cyclone warning signal No. 8 or above or a "black" rainstorm warning being in force in Hong Kong as described under "Effect of bad weather on the opening of the application lists" of the Public Offer in the section headed "How to apply for the Public Offer Shares" of the Prospectus. The final Offer Price, the level of indication of interests in the Placing, the results of applications and the basis of allocation of the Public Offer Shares will be announced in The Standard (in English) and Hong Kong Economic Times (in Chinese) on Thursday, 26 October 2006.

If you have applied for 1,000,000 Public Offer Shares or more on a **WHITE** application form and have indicated on your application form that you will collect your share certificate(s) and/or refund cheque(s) (if any) in person, you may collect the same in person from Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong from 9:00 a.m. to 1:00 p.m. on the Despatch Date. This is expected to be on or before Thursday, 26 October 2006. You must show your identification documents to collect your share certificate(s) and/or refund cheque(s) (if any). If you do not collect your share certificate(s) and/or refund cheque(s) (if any) within the time specified, the same will be sent to the address stated on your application form on or shortly after Thursday, 26 October 2006 by ordinary post and at your own risk. If you have not indicated on your application form that you will collect your share certificate(s) and/ or refund cheque(s) (if any) or if you have applied for less than 1,000,000 Public Offer Shares, then your share certificate(s) and/or refund cheque(s) (if any) will be sent to the address stated on your application form by ordinary post and at your own risk on or shortly after Thursday, 26 October 2006. No receipt will be issued for application money paid. The Company will not issue temporary evidence of title.

If you have applied for the Public Offer Shares on a **YELLOW** application form and your application(s) is wholly or partially successful, your share certificate(s) will be issued in the name of HKSCC Nominees Limited and deposited into CCASS for credit to your CCASS investor participant stock account or the stock account of the designated CCASS participant as indicated by you in your application form at the close of business on Thursday, 26 October 2006, or under contingent situation, on any other date as shall be determined by HKSCC or HKSCC Nominees Limited. You should check the number of Public Offer Shares allotted to you with your designated CCASS participant if you are applying through a designated CCASS participant. If you are applying as a CCASS investor participant, you should check the announcement to be published by the Company on Thursday, 26 October 2006 and report any discrepancies to HKSCC before 5:00 p.m. on the same day or such other date as shall be determined by HKSCC or HKSCC Nominees. CCASS investor participant should also check your new account balance via the CCASS Phone System and CCASS Internet System on Thursday, 26 October 2006 (under the procedures contained in HKSCC's "An Operating Guide for Investor Participants" in effect from time to time). For CCASS investor participants, HKSCC will also mail to you an activity statement showing the number of the Public Offer Shares credited to your investor participant stock account.

If you have applied for 1,000,000 Public Offer Shares or more on a **YELLOW** application form and have indicated on your application form that you will collect your refund cheque(s) (if any) in person, please follow the instruction for collection of refund cheque(s) as set out for the **WHITE** application form above.

If your application is wholly or partially unsuccessful and if the final Offer Price is less than the maximum Offer Price payable on application, the Company will refund the application moneys, including the relevant brokerage fee, the SFC transaction levy and the Stock Exchange trading fee to you without interest. All refunds will be made by cheque(s) crossed "Account payee only", and made out to you or, if you are joint applicants, to the first-named applicant on your application form on the terms set out under "Refund of your application money" on the application forms. Refund cheque(s) will be sent to the address on your application form or, if you are joint applicants, to the address of the first-named applicant on your application form by ordinary post and at your own risk on or shortly after Thursday, 26 October 2006.

As at the date of this announcement, the executive Directors are Mr. Liu Hongliang, Mr. Wang Zijiang, Mr. Guo Xitian and Mr. Guo Yucheng; the independent non-executive Directors are Mr. Liu Chenguang, Mr. Gao Baoyu and Mr. Chak Kwan.

By order of the Board
Tiande Chemical Holdings Limited
Liu Hongliang
Chairman

Hong Kong, 17 October 2006

"Please also refer to the published version of this announcement in South China Morning Post."