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)

APPLICATION OF EXEMPTION UNDER RULES 14A.31(9) AND 14A.33(4) OF THE LISTING RULES

On 6 December 2013, the Company (acting on its own behalf and on behalf of Weifang Parasia), entered into Framework Supply Agreement with Henkel AG (acting on its own behalf and on behalf of its affiliated company), being an associate of Henkel (a substantial shareholder of the JV Company), constituted continuing connected transactions for the Company under the Listing Rules.

The Company announces that it will apply the exemption under Rules 14A.31(9) and 14A.33(4) of the Listing Rules to the Transactions.

With the application of the exemption under Rules 14A.31(9) and 14A.33(4) of the Listing Rules, the Transactions will be exempted from reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules for so long as they remain to satisfy the requirements in Rule 14A.31(9) of the Listing Rules.

Background

On 6 December 2013, the Company (acting on its own behalf and on behalf of Weifang Parasia), entered into Framework Supply Agreement with Henkel AG (acting on its own behalf and on behalf of its affiliated company), pursuant to which the Company agreed to sell and Henkel AG agreed to purchase the Products for a period of three years commencing from 1 February 2014 to 31 January 2017 (both days inclusive).

Henkel AG is a connected person of the Company within the meaning of the Listing Rules by virtue of Henkel AG being an associate of Henkel and Henkel is a substantial shareholder of the JV Company. The transactions contemplated under the Framework Supply Agreement are expected to constitute continuing connected transactions for the Company.

Application of exemption under the Rules 14A.31(9) and 14A.33(4) of the Listing Rules

On the basis that: (1) the Transactions are on normal commercial terms and are revenue in nature; (2) Henkel AG is a connected person of the Company within the meaning of the Listing Rules solely Henkel AG being an associate of Henkel and Henkel is a substantial shareholder of the JV Company; and (3) the aggregate value of each of the total assets, profits and revenue of the JV Company and its subsidiary represents less than 10% under the relevant percentage ratios satisfies the requirements under Rule 14A.31(9)(b)(i) of the Listing Rules.

The Company announces that it will apply the exemption under Rules 14A.31(9) and 14A.33(4) of the Listing Rules to the Transactions.

With the application of the exemption under Rules 14A.31(9) and 14A.33(4) of the Listing Rules, the Transactions will be exempted from reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules for so long as they remain to satisfy the requirements in Rule 14A.31(9) of the Listing Rules.

Definitions

In this announcement, the following expressions have the following meaning unless the context requires otherwise:

"associate"	has the meaning ascribed to this term under the Listing Rules;
"Board"	the board of Directors;
"Company"	Tiande Chemical Holdings Limited, an exempted company with limited liability incorporated under the Companies Law of the Cayman Islands whose shares are listed and traded on the main board of the Stock Exchange (Stock code: 00609);
"connected person"	has the meaning ascribed to this term under the Listing Rules;
"Directors"	the directors of the Company;
"Framework Supply Agreement"	the agreement entered into between the Company and the Henkel AG in respect of the sale and purchase of the Products dated 6 December 2013;
"Henkel"	Henkel Hong Kong Holding Limited, a company incorporated in Hong Kong with limited liability;
"Henkel AG"	Henkel AG & Co. KGaA, a company incorporated in Germany with limited liability and an associate of Henkel;
"Hong Kong"	the Hong Kong Special Administrative Region of the People's Republic of China;

"JV Company"	Dekel Investment Holdings Ltd., a company incorporated in Hong Kong with limited liability, which is owned as to 55% and 45% by the Company and Henkel respectively;
"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange;
"Products"	ethylcyanoacetate, methylcyanoacetate, n-Butyl cyanoacetate and other chemical products supplied by the Weifang Parasia from time to time under the Framework Supply Agreement;
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"subsidiary"	has the meaning ascribed to this term under the Listing Rules;
"Transactions"	the transactions contemplated under the Framework Supply Agreement;
"Weifang Parasia"	Weifang Parasia Chem Co Limited, an entity established in the People's Republic of China and a wholly owned subsidiary of the Company; and
"%"	per cent.

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

Hong Kong, 6 December 2013

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