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

or ______________________________

of ______________________________

as my/our proxy to act for me/us at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at Newton Hotel Hong Kong, 218 Electric Road, North Point, Hong Kong on Friday, 13 May 2011 at 4:00 p.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Annual General Meeting 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.

	AS ORDINARY RESOLUTIONS	FOR *(Note 4)*	AGAINST *(Note 4)*
1.	The audited financial statements and the reports of the directors and the auditor of the Company for the year ended 31 December 2010 be and is hereby approved.		
2.	The recommendation by the directors of the Company to declare a final dividend of 8.0 HKcents per share and a special dividend of 1.0 HKcent per share for the year ended 31 December 2010 be and is hereby approved.		
3.	The re-election of the following directors be and is hereby approved and the remuneration committee of the Company be and is hereby authorised to fix their remuneration:		
	(i) Mr. Wang Zijiang (王子江先生)		
	(ii) Mr. Guo Yucheng (郭玉成先生)		
	(iii) Mr. Liu Chenguang (劉晨光先生)		
4.	The proposal of appointing BDO Limited as the auditor of the Company for 2011 be and is hereby approved and the board of directors of the Company be and are hereby authorised to fix its remuneration.		
5.	A. The proposal of granting a general mandate to the directors of the Company to issue shares of the Company as mentioned in the resolution no. 5A in the Notice of Annual General Meeting of the Company be and is hereby approved.		
	B. The proposal of granting a general mandate to the directors of the Company to repurchase shares of the Company as mentioned in the resolution no. 5B in the Notice of Annual General Meeting of the Company be and is hereby approved.		
	C. The proposal of granting a general mandate to the directors of the Company to add shares repurchased to the general mandate to issue additional shares of the Company as mentioned in the resolution no. 5C in the Notice of Annual General Meeting of the Company be and is hereby approved.		
6.	The proposed resolutions in respect of the proposal for the issue of the Bonus Shares as mentioned in the resolution no. 6 in the Notice of Annual General Meeting of the Company be and are hereby approved.		

Signature(s) *(Notes 5 & 6)* ______________________ Date ______________________

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK$0.01 each registered in your name(s). 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).
3. If the proxy other than the Chairman of the Annual General Meeting is preferred, please strike out the words "the Chairman of the Annual General Meeting 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 ANNUAL GENERAL MEETING WILL ACT AS YOUR PROXY.**
4. **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.**
5. 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.
6. 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.
7. In order to be valid, the proxy form and, if such proxy form 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 not less than 48 hours before the time for holding the Annual General Meeting (or the adjourned meeting).
8. The proxy need not be a member of the Company.
9. Completion and delivery of this form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.
10. **ANY ALTERATION MADE TO THIS FORM MUST BE INITIALLED BY THE PERSON WHO SIGNED THE FORM.**