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## **CHIHO-TIANDE GROUP LIMITED**

**齊合天地集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 976)**

### **NOTICE OF EGM**

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “**EGM**”) of Chiho-Tiande Group Limited (the “**Company**”) will be held at Room 1412, 14/F., Shun Tak Centre West Tower, 168-200 Connaught Road Central, Hong Kong on Friday, 24 June 2011 at 10:00 a.m. or any adjournment thereof for the purpose of considering and, if thought fit, passing with or without modification the following resolutions as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

- (1) “**THAT** the grant of share options (the “**Share Options**”) to Mr. Fang Ankong (“**Mr. Fang**”), an Executive Director and a controlling shareholder (as defined in the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited) of the Company, to subscribe for 16,500,000 shares (the “**Shares**”) of HK\$0.01 each in the capital of the Company at an exercise price of HK\$6.388 per Share under the post-IPO share option scheme (the “**Post-IPO Share Option Scheme**”) adopted by the Company on 23 June 2010 and on such other terms as the directors of the Company (the “**Directors**”) consider appropriate be and is hereby approved AND THAT the Directors be and are hereby authorised to do all such acts and execute all such documents as may be necessary, desirable or expedient to give full effect to the grant of the Share Options to Mr. Fang and the issue of Shares upon exercise of the Share Options by Mr. Fang.”

- (2) “**THAT** the grant of Share Options to Mr. Stephanus Maria van Ooijen (“**Mr. van Ooijen**”), an Executive Director and a controlling shareholder of the Company, to subscribe for 1,000,000 Shares at an exercise price of HK\$6.388 per Share under the Post-IPO Share Option Scheme and on such other terms as the Directors consider appropriate be and is hereby approved AND THAT the Directors be and are hereby authorised to do all such acts and execute all such documents as may be necessary, desirable or expedient to give full effect to the grant of the Share Options to Mr. van Ooijen and the issue of Shares upon exercise of the Share Options by Mr. van Ooijen.”

By Order of the Board  
**Chiho-Tiande Group Limited**  
**Fang Ankong**  
*Chairman*

Hong Kong, 1 June 2011

*Registered Office:*

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

*Principal Place of Business in Hong Kong:*

1410, 14/F.,  
Shun Tak Centre West Tower  
168-200 Connaught Road Central  
Hong Kong

*Notes:*

- (1) A member entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.
- (2) Where there are joint holders of any Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto, but if more than one of such joint holders are present at the meeting, the vote of the senior holder who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holder(s). For this purpose, seniority shall be determined by the order in which the names stand on the register of members of the Company in respect of the joint holding.
- (3) To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority, 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 not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the EGM or any adjournment thereof and in such event, the form of proxy will be deemed to be revoked.

- (4) The Register of Members will be closed from Wednesday, 22 June 2011 to Friday, 24 June 2011, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of the shareholders of the Company who are entitled to attend and vote at the EGM, all duly completed transfer forms 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 Shop 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30p.m. on Tuesday, 21 June 2011.
- (5) According to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at a general meeting of the Company must be taken by poll. Accordingly, the Chairman of the EGM will exercise his power under the Articles of Association of the Company to demand a poll in relation to all proposed ordinary resolutions at the EGM.

As at the date of this notice, the Board of Directors of the Company comprises:

<i>Executive Directors:</i>	Fang Ankong, Stephanus Maria van Ooijen, Gu Liyong
<i>Non-executive Director:</i>	Ralph Sytze Ybema
<i>Independent non-executive Directors:</i>	Loke Yu, Li Xikui, Zhang Jingdong