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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action you should take, you should 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 **Chiho-Tiande Group Limited**, you should at once hand this circular with the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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**PROPOSED GRANT OF SHARE OPTIONS  
TO SUBSTANTIAL SHAREHOLDERS  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the extraordinary general meeting (“EGM”) of Chiho-Tiande Group Limited to 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. is set out on pages 10 to 12 of this circular. A proxy form for your use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same 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 but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire.

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## CONTENTS

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	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	3
Grant of Share Options .....	4
Listing Rules Implications .....	6
Reasons for the Proposed Grant .....	7
Extraordinary General Meeting .....	8
Voting by Poll .....	9
Recommendation .....	9
Responsibility Statement .....	9
<b>Notice of EGM</b> .....	10

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## DEFINITIONS

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*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“associates”	has the meaning ascribed thereto under Rule 1.01 of the Listing Rules
“Board”	the board of Directors
“Business Day”	a day on which the Stock Exchange is open for business dealing in securities
“Company”	Chiho-Tiande Group Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange
“connected persons”	has the meaning ascribed thereto under Rule 1.01 of the Listing Rules
“controlling shareholder”	has the meaning ascribed thereto under the Listing Rules
“Date of Grant”	3 May 2011
“Directors”	directors of the Company
“EGM”	the extraordinary general meeting of the Company to 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. for the purpose of considering and, if thought fit, approving the Proposed Grant
“Grantees”	certain Directors, chief executives, substantial shareholders and employees of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Shareholders”	Shareholders other than the connected persons of the Company
“Latest Practicable Date”	26 May 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

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## DEFINITIONS

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“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“Mr. Fang”	Mr. Fang Ankong, an Executive Director and a controlling shareholder of the Company
“Mr. van Ooijen”	Mr. Stephanus Maria van Ooijen, an Executive Director and a controlling shareholder of the Company
“Option Period”	the validity period within which the Share Options granted to the Grantees may be exercised, being four years from the Date of Grant and subject to the vesting conditions
“Post-IPO Share Option Scheme”	the post-IPO share option scheme of the Company adopted on 23 June 2010
“PRC”	The People’s Republic of China
“Pre-IPO Share Option Scheme”	the pre-IPO share option scheme of the Company adopted on 23 June 2010
“Proposed Grant”	the conditional grant of Share Options to Mr. Fang and Mr. van Ooijen to subscribe for 16,500,000 Shares and 1,000,000 Shares, respectively
“Share Option Schemes”	collectively, the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme
“Share Options”	the share options granted or to be granted under the Post-IPO Share Option Scheme which entitle the holders thereof to subscribe for Shares
“Shareholder(s)”	holder(s) of Shares
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholders”	has the meaning ascribed thereto under the Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	percent

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Fang Ankong  
*(Chairman and Chief Executive Officer)*  
Mr. Stephanus Maria van Ooijen  
*(Vice President)*  
Mr. Gu Liyong  
*(Vice President)*

*Registered Office:*

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

*Non-executive Director:*

Mr. Ralph Sytze Ybema

*Principal Place of Business in Hong Kong:*

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

*Independent non-executive Directors:*

Ms. Zhang Jingdong  
Dr. Loke Yu  
Mr. Li Xikui

1 June 2011

*To the Shareholders,*

Dear Sir or Madam,

**PROPOSED GRANT OF SHARE OPTIONS  
TO SUBSTANTIAL SHAREHOLDERS  
AND  
NOTICE OF EXTRAORDINARY GENERAL MEETING**

**INTRODUCTION**

Reference is made to the announcement of the Company dated 3 May 2011 in relation to the grant of 31,495,000 Share Options to certain Directors, chief executives, substantial shareholders and employees of the Company to subscribe for an aggregate of 31,495,000 Shares, subject to acceptance of the Grantees. Among the Share Options granted, Share Options to subscribe for 16,500,000 Shares and 1,000,000 Shares were conditionally granted to Mr. Fang and Mr. van Ooijen (each being an Executive Director and a controlling shareholder of the Company), respectively, subject to the approval of the Independent Shareholders at the EGM.

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## LETTER FROM THE BOARD

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The purpose of this circular is to provide you with (i) information on the Proposed Grant; (ii) the recommendation from the Independent non-executive Directors to the Independent Shareholders in respect of the Proposed Grant; and (iii) the notice of the EGM, at which ordinary resolutions will be proposed for the Independent Shareholders to consider, and if thought fit, to approve the Proposed Grant.

### GRANT OF SHARE OPTIONS

- Date of Grant : 3 May 2011
- Exercise price of Share Options : HK\$6.388 per Share, which represents the highest of (i) the closing price of HK\$6.2 per Share as stated in the daily quotations sheet of the Stock Exchange on 3 May 2011, being the Date of Grant; (ii) the average closing price of HK\$6.388 per Share as stated in the daily quotations sheets of the Stock Exchange for the five trading days immediately preceding the Date of Grant; and (iii) the nominal value of the Share, being HK\$0.01
- Number of Share Options granted : 31,495,000 Share Options to subscribe for an aggregate of 31,495,000 Shares
- Closing price of the Shares on the Date of Grant : HK\$6.2 per Share
- Validity period of the Share Options : The Option Period shall be four years from the Date of Grant and the Share Options shall lapse at the expiry of the Option Period
- Vesting conditions for the Share Options : (a) In the case of Grantees other than Mr. Fang and Mr. Van Ooijen:
- (i) as to 30%, from the date of the first anniversary of the Date of Grant, i.e. 3 May 2012, to the date of the second anniversary of the Date of Grant, i.e. 3 May 2013 (both dates inclusive);
  - (ii) as to 30%, from the date immediately following the second anniversary of the Date of Grant, i.e. 4 May 2013, to the date of the third anniversary of the Date of Grant, i.e. 3 May 2014 (both dates inclusive); and

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## LETTER FROM THE BOARD

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(iii) as to 40%, from the date immediately following the third anniversary of the Date of Grant, i.e. 4 May 2014, to the date of the fourth anniversary of the Date of Grant, i.e. 3 May 2015 (both dates inclusive)

(b) In the case of Mr. Fang and Mr. van Ooijen:

In addition to the vesting conditions set out in (a) above, the Share Options granted to each of Mr. Fang and Mr. van Ooijen will only be vested if the net profit of the Group for the financial year of the Company ended 31 December 2011 is equal to or exceeds 130% of the net profit of the Group for the financial year ended 31 December 2010.

Consideration payable by the Grantee upon acceptance of the Share Options : HK\$1.00 to be paid by each Grantee upon acceptance of the grant of the Share Options

Rights attached to the Shares to be issued upon exercise of the Share Options : The Shares to be issued upon the exercise of the Share Options shall rank *pari passu* in all respects with the existing fully paid Shares in issue on the date on which those Shares are allotted on exercise of the Share Options and accordingly shall entitle the holders to participate in all dividends or other distributions to be paid or made after the date on which Shares are allotted other than any dividends or distributions previously declared or recommended or resolved to be paid or made if the record date therefor shall be before the date on which the Shares are allotted

Among the Share Options granted above, Share Options to subscribe for 16,500,000 Shares and 1,000,000 Shares were conditionally granted to Mr. Fang and Mr. van Ooijen (each being an Executive Director and a controlling shareholder of the Company), respectively.

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## LETTER FROM THE BOARD

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### LISTING RULES IMPLICATIONS

Pursuant to Rule 17.04(1) of the Listing Rules and the provisions of the Post-IPO Share Option Scheme, the grant of Share Options by the Company to any Director, chief executive, or substantial shareholder of the Company or any of their respective associates must be approved by the Independent non-executive Directors (excluding Independent non-executive Director who is the grantee of the Share Options concerned). On the Date of Grant, the Independent non-executive Directors have approved the Proposed Grant.

Further, pursuant to Rule 17.04(1) of the Listing Rules and the provisions of the Post-IPO Share Option Scheme, where a grant of Share Options to a substantial shareholder of the Company or an Independent non-executive Director and/or their respective associates would result in the Shares issued and to be issued upon exercise of all the share options granted and to be granted (including options exercised, cancelled and outstanding) under the Post-IPO Share Option Scheme and any other share option schemes of the Company to the substantial shareholder of the Company or the Independent non-executive Director and/or their respective associates in the 12-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the Shares in issue; and (ii) having an aggregate value, based on the closing price of the Shares on the date of grant, in excess of HK\$5 million, the grant of Share Options to the substantial shareholder of the Company or the Independent non-executive Director and/or their respective associates must be approved by the Shareholders at a general meeting at which all connected persons of the Company shall abstain from voting. As at the Date of Grant, there were 1,060,000,000 Shares in issue.

As disclosed in the prospectus of the Company dated 28 June 2010, the Company has granted share options under the Pre-IPO Share Option Scheme to Mr. Fang and Mr. van Ooijen to subscribe for 3,500,000 Shares and 1,000,000 Shares, respectively. The total number of Shares to be issued upon exercise of (i) the share options granted under the Pre-IPO Share Option Scheme; and (ii) the Share Options under the Proposed Grant to Mr. Fang and Mr. van Ooijen will amount to 20,000,000 Shares and 2,000,000 Shares, respectively, representing approximately 1.89% and 0.189%, respectively, of the Shares in issue as at the Date of Grant and having an aggregate value of HK\$124 million and HK\$12.4 million, respectively, based on the closing price of the Shares of HK\$6.2 on the Date of Grant. Therefore, the Proposed Grant must be approved by the Independent Shareholders at the EGM at which all connected persons of the Company shall abstain from voting.

In addition, pursuant to the provisions of the Post-IPO Share Option Scheme, the maximum number of Shares issued and to be issued upon exercise of the Share Options granted to each Grantee under the Post-IPO Share Option Scheme (including both exercised and outstanding Share Options) in any 12-month period shall not, when aggregated with any Shares subject to options granted under such period under any other share option schemes of the Company other than those options granted pursuant to specific approval by the Shareholders in a general meeting, exceed 1% of the Shares in issue for the time being. When any further grant of Shares Options to a Grantee would result in the Shares issued and to be issued upon exercise of all Share Options granted and to be granted to such person (including exercised, cancelled and outstanding Share Options) in the 12-month period up to



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## LETTER FROM THE BOARD

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and including the date of such further grant representing in aggregate over 1% of the Shares in issue, such further grant must be separately approved by Shareholders in general meeting with such Grantee and his associates abstaining from voting.

As the total number of Shares to be issued upon exercise of (i) the share options granted under the Pre-IPO Share Option Scheme; and (ii) the Share Options under the Proposed Grant to Mr. Fang in the 12-month period up to and including the Date of Grant will amount to 20,000,000 Shares, representing approximately 1.89% of the Shares in issue as at the Date of Grant, the Proposed Grant to Mr. Fang must be approved by Shareholders in general meeting with Mr. Fang and his associates abstaining from voting.

As at the Latest Practicable Date, no notice has been received by the Company from any connected person of the Company of his/her/its intention to vote against the ordinary resolutions to be proposed at the EGM approving the Proposed Grant.

As at the Latest Practicable Date, none of the Directors acted as trustees of the Share Option Schemes or had any direct or indirect interest in the trustees (if any) of any of the Share Option Schemes.

### **REASONS FOR THE PROPOSED GRANT**

In view of the continuous contribution of the Grantees (including Mr. Fang and Mr. van Ooijen) to the business development and growth of the Group, the grant of Share Options to the Grantees, of which the Proposed Grant forms part, is to serve as an appreciation of the dedication and efforts of the Grantees and as an incentive for their continuing commitment and contribution to the Group in the future.

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## LETTER FROM THE BOARD

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### EXTRAORDINARY GENERAL MEETING

The EGM 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., at which ordinary resolutions will be proposed to approved the Proposed Grant. The notice of the EGM is set out on pages 10 to 12 of this circular.

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 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.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, please complete the form of proxy in accordance with the instructions printed thereon and deposit 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 but in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire.

Pursuant to Rule 17.04(1) of the Listing Rules, all connected persons of the Company are required to abstain from voting in favour of the ordinary resolutions approving the Proposed Grant at the EGM. To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the following Shareholders are connected persons of the Company and are thus required to abstain from voting in favour of the ordinary resolutions approving the Proposed Grant at the EGM:

<b>Name of connected persons</b>	<b>Number of Shares held as at the Latest Practicable Date</b>	<b>Approximate percentage shareholding</b>
Delco Participation B.V. ( <i>Note 1</i> )	345,000,000	32.55
HWH Holdings Limited ( <i>Note 2</i> )	345,000,000	32.55
Green Elite Limited ( <i>Note 3</i> )	60,000,000	5.66
Mr. Fang	4,564,000	0.43

*Notes:*

1. Delco Participation B.V. is beneficially 50%-owned by Mr. van Ooijen and is hence an associate of Mr. van Ooijen.
2. HWH Holdings Limited is beneficially owned by Mr. Fang and is hence an associate of Mr. Fang.

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## LETTER FROM THE BOARD

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3. Green Elite Limited is beneficially owned as to 50% by Delco Participation B.V. and as to 50% by HWH Holdings Limited. Green Elite Limited is therefore an associate of each of Mr. Fang and Mr. van Ooijen.

As at the Latest Practicable Date, none of the Shareholders who are required to abstain from voting in favour of the ordinary resolutions approving the Proposed Grant at the EGM has given the Company notice of his/its intention to vote against such resolutions at the EGM.

Save as the above, none of the Shareholders are required to abstain from voting in favour of the ordinary resolutions approving the Proposed Grant at the EGM.

### VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules, any vote of Shareholders at the EGM must be taken by poll and the Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RECOMMENDATION

The Directors (including all the Independent non-executive Directors but excluding Mr. Fang and Mr. van Ooijen who were required to abstain from voting on the resolutions of the Board to approve the Proposed Grant) consider that the terms of the Proposed Grant are fair and reasonable and that the Proposed Grant is in the best interests of the Company and the Shareholders as a whole. Therefore, the Directors (including all the Independent non-executive Directors but excluding Mr. Fang and Mr. van Ooijen who were required to abstain from voting on the resolutions of the Board to approve the Proposed Grant) recommend the Independent Shareholders to vote in favour of the ordinary resolutions as set out in the notice of the EGM for approving the Proposed Grant.

### 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.

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

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## NOTICE OF EGM

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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 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

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## NOTICE OF EGM

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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.

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## NOTICE OF EGM

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- (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