

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 and the 2010 Annual Report 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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**RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Chiho-Tiande Group Limited to be held at Room 1, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 19 May 2011 at 9:30 a.m. is set out on pages 17 to 21 of this circular. A proxy form for your use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete the proxy form 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 and in any event not less than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

Hong Kong, 14 April 2011

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## DEFINITIONS

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

“Annual General Meeting”	the annual general meeting of the Company to be held at Room 1, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on 19 May 2011 at 9:30 a.m.
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“Company”	Chiho-Tiande Group Limited, an exempted company incorporated in the Cayman Islands on 15 May 2008 with limited liability, with its Shares listed on the Stock Exchange on 12 July 2010
“Directors”	the Directors of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of The People’s Republic of China
“Latest Practicable Date”	8 April 2011, being the latest practicable date prior to the printing of this circular for ascertaining certain information referred to in this circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China
“Repurchase Resolution”	the proposed Ordinary Resolution as referred to in Resolution no. 13 of the notice of the Annual General Meeting
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to repurchase Shares during the period as set out in the Repurchase Resolution, up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of Shares

## DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended and supplemented from time to time
“Share Issue Mandate”	a general mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue and deal with Shares during the period as set out in the proposed Ordinary Resolution as referred to in Resolution no. 12, up to a maximum of 20% of the issued share capital of the Company as at the date of passing of the Resolution approving the Share Issue Mandate
“Share Repurchase Rules”	the relevant rules set out in the Listing Rules to regulate the repurchase by companies with primary listing on the Stock Exchange of their own securities on the Stock Exchange
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	percent



**CHIHO-TIANDE 齐合天地**  
**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*)

*Non-Executive Director:*

Mr. Ralph Sytze Ybema

*Independent Non-Executive Directors:*

Ms. Zhang Jingdong

Dr. Loke Yu

Mr. Li Xikui

*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

14 April 2011

*To the Shareholders,*

Dear Sir or Madam,

**RE-ELECTION OF RETIRING DIRECTORS,  
PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with information regarding Resolutions to be proposed at the Annual General Meeting to be held on 19 May 2011 (the "AGM") relating to, among other things, (i) re-election of the Directors due to retirement at the AGM; and (ii) the granting of general mandates to the Directors of the Company (the "Directors") for the issue and repurchase of the Company's securities.

## LETTER FROM THE BOARD

### RE-ELECTION OF THE RETIRING DIRECTORS

The Board of Directors currently comprises seven Directors, of which three are Executive Directors, namely Mr. Fang Ankong, Mr. Stephanus Maria van Ooijen and Mr. Gu Liyong; one is Non-Executive Director, namely Mr. Ralph Sytze Ybema and three are Independent Non-Executive Directors, namely Ms. Zhang Jingdong, Dr. Loke Yu and Mr. Li Xikui.

Biographical details of the above retiring Directors to be proposed for re-election at the AGM, which are required to be disclosed pursuant to the Listing Rules, are set out in Appendix II to this circular.

### GENERAL MANDATE TO ISSUE SHARES

On 23 June 2010, the Shareholders passed an Ordinary Resolution to give a general mandate to the Directors to exercise the powers of the Company to issue Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. The Directors propose to seek your approval of the Share Issue Mandate to be proposed at the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares. Subject to the passing of the Resolution approving the Share Issue Mandate and on the basis that no further Shares are issued prior to the Annual General Meeting, the Company would be allowed under the Resolution approving the Share Issue Mandate to issue a maximum of 200,000,000 Shares representing not more than 20% of the issued share capital of the Company as at the date of the Latest Practicable date.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in Ordinary Resolutions as referred to Resolutions nos. 12 and 14 respectively of the notice of Annual General Meeting.

### GENERAL MANDATE TO REPURCHASE SHARES

On 23 June 2010, the Shareholders passed an Ordinary Resolution to give a general mandate to the Directors to exercise the powers of the Company to repurchase Shares. Such mandate will lapse at the conclusion of the Annual General Meeting. The Directors propose to seek your approval of the Repurchase Resolution to be proposed at the Annual General Meeting.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares. Assuming that there is no change in the issued share capital between the period from the Latest Practicable Date to the date of passing the Repurchase Resolution, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of passing the Repurchase Resolution will be 100,000,000 Shares representing 10% of the issued share capital of the Company as at the date of passing the relevant Resolutions.

An explanatory statement as required under the Share Repurchase Rules to provide the requisite information of the Repurchase Mandate is set out in the Appendix I to this circular.

## LETTER FROM THE BOARD

### ANNUAL GENERAL MEETING

Notice of the AGM is set out in Appendix III to this circular. A proxy form for appointing proxy is dispatched with this circular and published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and of the Company ([www.chiho-tiande.com](http://www.chiho-tiande.com)). Whether or not you intend to attend the AGM, you are requested to complete the proxy form 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 and in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish.

### VOTING BY WAY OF POLL

Pursuant to Rule 13.39(4) of the Listing Rules, all votes at the Annual General Meeting will 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 believe that the re-election of the retiring Directors, the granting of the Share Issue Mandate, the Repurchase Mandate are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend that all Shareholders should vote in favour of the Resolutions to be proposed at the Annual General Meeting to give effect to them.

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

This appendix serves as an explanatory statement, as required by the Share Repurchase Rules, to provide requisite information to you for your consideration of the proposal to permit the repurchase of Shares up to a maximum of 10% of the issued share capital of the Company as at the date of passing the Repurchase Resolution.

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,000,000,000 Shares.

Subject to the passing of the Repurchase Resolution and on the basis that no further Shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Resolution to repurchase a maximum of 100,000,000 Shares representing not more than 10% of the issued share capital of the Company as at the date of the Latest Practicable date.

## **2. REASONS FOR REPURCHASE**

Although the Directors have no present intention of repurchasing any Shares, the Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Such repurchase may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share of the Company and will only be made when the Directors believe that such a repurchase will benefit the Company and its Shareholders.

## **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds entirely from the Company's available cashflow or working capital facilities which will be legally available for such purpose in accordance with its memorandum of association and Articles of Association, the Companies Law of the Cayman Islands and any other applicable law.

There might be an adverse impact on the working capital or gearing position of the Company as compared with the position disclosed in the audited accounts contained in the Company's annual report for the year ended 31 December 2010 in the event that the Repurchase Mandate were to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.



#### 4. SHARES PRICES

The listing of Shares on the Stock Exchange commenced from 12 July 2010. The table below is a summary of the monthly highest and lowest traded prices in each of the previous months since the date of listing of the Shares on the Stock Exchange on 12 July 2010 up to the Latest Practicable Date:

	Shares Traded Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
<b>2010</b>		
July	2.65	2.01
August	3.06	2.60
September	3.40	2.99
October	4.29	3.16
November	4.50	3.85
December	4.65	4.13
<b>2011</b>		
January	5.93	4.65
February	7.09	5.87
March	7.45	6.45
April (up to the Latest Practicable Date)	7.53	7.25

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum of association and articles of association of the Company, the laws of Hong Kong and the applicable laws of the Cayman Islands.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their associates (as defined in the Listing Rules), have any present intention to sell any Shares to the Company or its subsidiaries under the Repurchase Mandate if such is approved by the Shareholders.

No connected persons (as defined in the Listing Rules) have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

## 6. EFFECT OF TAKEOVERS CODE AND PUBLIC FLOAT

If on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following interests in the Shares were recorded in the register kept by the Company pursuant to Section 336 of the SFO:

Name of Substantial Shareholders	Capacity/ Nature of Interest	No. of ordinary shares of the Company held as Long Positions	Percentage of existing issued share capital of the Company	Percentage of existing issued share capital of the Company if Repurchase Mandate was exercised in full
Fang Ankong	Beneficial owner	405,000,000	40.50%	45.00%
HWH Holdings Limited (Note 1)	Beneficial owner, interest in controlled corporation	405,000,000	40.50%	45.00%
Stephanus Maria van Ooijen (Note 2)	Beneficial owner	405,000,000	40.50%	45.00%
Delco Participation B.V. (Note 2)	Beneficial owner, interest in controlled corporation	405,000,000	40.50%	45.00%
Herman Maurits de Leeuw (Note 2)	Interest in controlled corporation	405,000,000	40.50%	45.00%
H.P.L. Metals B.V. (Note 2)	Interest in controlled corporation	405,000,000	40.50%	45.00%
Stichting Beheer Aandelen H.P.L. Metals (Note 2)	Interest in controlled corporation	405,000,000	40.50%	45.00%
SVO Company B.V. (Note 2)	Interest in controlled corporation	405,000,000	40.50%	45.00%
Green Elite Limited	Beneficial owner	60,000,000	6.00%	6.67%

*Notes:*

1. 345,000,000 shares are directly held by HWH Holdings Limited (“HWH”) which is wholly owned by Mr. Fang Ankong (“Mr. Fang”). Green Elite Limited (“Green Elite”) holds 60,000,000 shares in the Company and is equally owned by HWH and Delco Participation B.V. (“Delco”). Mr. Fang is deemed to have interest in the 405,000,000 shares of the Company.
2. 345,000,000 shares are held by Delco directly. Green Elite holds 60,000,000 shares in the Company and is equally owned by HWH and Delco. Delco is owned as to 50% by SVO Company B.V. (“SVO”) (which is wholly-owned by Mr. Stephanus Maria van Ooijen (“Mr. van Ooijen”)) and 50% by H.P.L. Metals B.V. (“HPL”) (which is wholly-owned by Stichting Beheer Aandelen H.P.L. Metals), a foundation for the sole benefit of Mr. Herman Maurits de Leeuw. Mr. van Ooijen is deemed to have interest of 405,000,000 shares in the Company.

Based on the information as disclosed, in the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, HWH Holdings Limited and Delco Participation B.V., the two controlling shareholders, could be required under Rule 26 of the Takeovers Code to make a mandatory offer in respect of all the issued shares of the Company by reason of such increase.

Save as aforesaid, the Directors are not aware of any consequences which may arise under the Takeovers Code as a consequence of any repurchases made under the Repurchase Mandate. The Directors will use their best endeavours to ensure that the Repurchase Mandate will not be exercised to the extent that the number of Shares held by the public would be reduced to less than 25% of the issued share capital of the Company. The Directors have no intention to exercise the Repurchase Mandate which may result in possible mandatory offer being made under the Takeovers Code.

## **7. SHARES REPURCHASE MADE BY THE COMPANY**

The Company has not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

## RE-ELECTION OF THE RETIRING DIRECTORS

The following are the biographical details of the Directors proposed for re-election at the AGM:

### Mr. Fang Ankong

Mr. Fang Ankong (方安空), aged 45, is the Executive Director, Chairman and Chief Executive Officer of the Group. Mr. Fang Ankong was appointed as Director of the Group on 15 May 2008. Mr. Fang serves as a Chairman of Remuneration Committee and member of the Nomination Committee, Pricing Committee and Monitoring Committee of the Company and he is also a Director of certain subsidiaries of the Group. Mr. Fang Ankong is also one of the founders of the Group. Mr. Fang Ankong founded the Group in 1999 and has over 16 years of experience in the business of metallurgy and metal scrap recycling. Mr. Fang Ankong is primarily responsible for setting corporate strategy and planning, and overall management of the Group. Prior to founding the Group, Mr. Fang Ankong has been engaged in the import and trading of metals scrap. From 1995, Mr. Fang Ankong was a shareholder of Tianan Resources, a company engaged in the importing of metal scrap into China and recycling of metal scrap, and also participated in the operation and management of Tianan Resources. Tianan Resources was deregistered in 2002. Mr. Fang Ankong is a member of the People's Political Consultative Conference of Luqiao District of Taizhou City (台州市路橋區政協委員).

Mr. Fang Ankong has entered into a service contract with the Company for a term of 3 years. He is subject to re-election at the forthcoming annual general meeting of the Company in accordance with the provisions of the articles of association of the Company. Mr. Fang Ankong received emoluments in a total sum of HK\$1,322,956 for the year ended 31 December 2010. Mr. Fang Ankong did not receive any director's fee for the said year. The director's emoluments of Mr. Fang Ankong was determined by the Board of Directors of the Company based on the recommendations of the Remuneration Committee and Nomination Committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his positions.

Mr. Fang Ankong is the younger brother of Ms. Fang Aiping and elder brother of Mr. Fang Anlin, the Vice-General Manager of Finance and the Vice-General Manager of Taizhou Chiho-Tiande Metals Company Limited, a subsidiary of the Group, respectively. Mr. Fang Ankong is also the brother-in-law of Mr. Ding Guopei, the Senior Vice-President of the Group. Mr. Fang Ankong is also the younger brother of the father-in-law of Mr. Zhu Zhonghui, the manager of the sales and marketing department of the Group.

As at the Latest Practicable Date, Mr. Fang Ankong is deemed to be interested in the 405,000,000 shares of the Company. 345,000,000 shares are directly held by HWH Holdings Limited ("HWH") which is wholly owned by Mr. Fang Ankong. Green Elite Limited ("Green Elite") holds 60,000,000 shares in the Company and is equally owned by HWH and Delco Participation B.V. ("Delco"). Mr. Fang Ankong was taken to be beneficially interested in 3,500,000 underlying shares of the Company in respect of share options granted to him under the Pre-IPO Share Option Scheme.

Save as disclosed above, (i) Mr. Fang has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed companies in the last three years.

Save as disclosed above, Mr. Fang has confirmed that there is no other information required to be brought to the attention of the shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his re-election as director of the Company.

### **Mr. Stephanus Maria van Ooijen**

Mr. Stephanus Maria van Ooijen, aged 48, is an Executive Director, Vice President and one of the founders of the Group. He was appointed as Director of the Group on 15 May 2008. He serves as a Chairman of Nomination Committee and member of the Remuneration Committee of the Company and he is also a Director of certain subsidiaries of the Group. Mr. van Ooijen is primarily in charge of corporate strategy and planning with focus on the Group's import functions and has over 13 years of experience. Mr. van Ooijen obtained a diploma in 1985 from Hogere Agrarische Scholen van de Katholieke Nederlandse Boeren-en Tuindersbond 'S-Hertogenbosch (Higher Agricultural Schools of the Catholic Dutch Farmers and Gardeners Union of 'S-Hertogenbosch) in the Netherlands. Mr. van Ooijen is the sole shareholder and has been appointed as the director of SVO Company B.V. since 30 September 1993. He was also the director of Delco Participation B.V. from 2 November 2000 until 23 April 2008.

Mr. van Ooijen has entered into a service contract with the Company for a term of 3 years. He is subject to re-election at the forthcoming annual general meeting of the Company in accordance with the provisions of the articles of association of the Company. Mr. van Ooijen received emoluments in a total sum of HK\$704,745 for the year ended 31 December 2010. Mr. van Ooijen did not receive any director's fee for the said year. The director's emoluments of Mr. van Ooijen was determined by the Board of Directors of the Company based on the recommendations of the Remuneration Committee and Nomination Committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his positions.

As at the Latest Practicable Date, Mr. van Ooijen is deemed to be interested in the 405,000,000 shares of the Company. 345,000,000 shares are directly held by Delco. Green Elite holds 60,000,000 shares in the Company and is equally owned by HWH and Delco. Delco is equally owned by SVO Company B.V. ("SVO") (which is wholly-owned by Mr. van Ooijen) and H.P.L. Metals B.V. ("HPL") (which is wholly-owned by Stichting Beheer Aandelen H.P.L. Metals), a foundation for the sole benefit of Mr. Herman Maurits de Leeuw. Mr. van Ooijen was taken to be beneficially interested in 1,000,000 underlying shares of the Company in respect of share options granted to him under the Pre-IPO Share Option Scheme.

Save as disclosed above, (i) Mr. van Ooijen has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed companies in the last three years.

Save as disclosed above, Mr. van Ooijen has confirmed that there is no other information required to be brought to the attention of the shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his re-election as director of the Company.

### **Mr. Gu Liyong**

Mr. Gu Liyong (顧李勇), aged 48, is an Executive Director and Vice-President of the Group. He was appointed as Director of the Group on 28 August 2008 and he is also a Director of certain subsidiaries of the Group. He is primarily responsible for operational and financial activities and has over 25 years of experience in the industry. Mr. Gu graduated from Shanghai University of Technology (上海工業大學) in 1984 with a Bachelor's degree in Engineering and majoring in steel making from the Department of Metallurgy. He worked at China Resources Reclamation Corp., East China Co. (中國物資再生利用總公司華東公司), a company for recycling and trading ferrous metal (such as steel and iron) and nonferrous metal (such as copper, aluminum, lead and tin) and plastic scrap in the East China region, for at least 10 years and started his career in the management and operation of domestic and international recycling business. He was a manager for the import and export department and an assistant to general manager in China Resources Reclamation Corp., East China Co., and was responsible for managing the procurement of metal scrap from overseas and reselling to their customers. Mr. Gu has extensive experience in the recycling of different resources, including metals and other scrap materials. Since he joined the Group in 1999, Mr. Gu has been responsible for the import and export businesses of the Group by utilising his professional knowledge in the recycling resources business.

Mr. Gu has entered into a service contract with the Company for a term of 3 years. He is subject to re-election at the forthcoming annual general meeting of the Company in accordance with the provisions of the articles of association of the Company. Mr. Gu received emoluments in a total sum of HK\$635,968 for the year ended 31 December 2010. Mr. Gu did not receive any director's fee for the said year. The director's emoluments of Mr. Gu was determined by the Board of Directors of the Company based on the recommendations of the Remuneration Committee and Nomination Committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his positions.

As at the Latest Practicable Date, Mr. Gu was taken to be beneficially interested in 425,000 underlying shares of the Company in respect of share options granted to him under the Pre-IPO Share Option Scheme.

Save as disclosed above, (i) Mr. Gu has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed companies in the last three years.

Save as disclosed above, Mr. Gu has confirmed that there is no other information required to be brought to the attention of the shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his re-election as director of the Company.

#### **Mr. Ralph Sytze Ybema**

Mr. Ralph Sytze Ybema, aged 44, is a Non-Executive Director of the Group. He was appointed as Director of the Group on 28 August 2008 and he is also a Director of Hefast Holding Corporation Limited, a subsidiary of the Group. Mr. Ybema obtained a Master of Business Law degree from the University of Leiden in the Netherlands in 1990 and gained certification as corporate counsel through the Dutch bar exam equivalent for in-house counsel in 1993. Mr. Ybema joined the corporate legal department at Royal Philips Electronics N.V. of the Netherlands in 1992 and was first assigned to Hong Kong in May 1995. In 1997, Mr. Ybema joined US-headquartered Global IT outsourcing giant Computer Sciences Corporation in 1997 as European Counsel based in the UK and in 2000 returned to Asia as Counsel for CSC's Asia Group. Mr. Ybema is co-founder and immediate past President of the Hong Kong Corporate Counsel Association. He serves as an independent non-executive Director on the board of China Resources Microelectronics Ltd. (Stock code: 0597), a company listed on the Stock Exchange, and has served on the Professional Services Advisory Committee of the Hong Kong Trade Development Council.

Mr. Ybema has entered into a service contract with the Company for a term of 3 years. He is subject to re-election at the forthcoming annual general meeting of the Company in accordance with the provisions of the articles of association of the Company. Under the service contract, Mr. Ybema is entitled to receive a director's fee of HK\$150,000 per annum. For the year ended 2010, the total amount of Mr. Ybema's director fee was HK\$75,000. The Director's remuneration was determined by the Board of Directors of the Company based on the recommendations of the Remuneration Committee and Nomination Committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his positions.

Save as disclosed above, (i) Mr. Ybema has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed companies in the last three years.

Save as disclosed above, Mr. Ybema has confirmed that there is no other information required to be brought to the attention of the shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his re-election as director of the Company.

**Ms. Zhang Jingdong**

Ms. Zhang Jingdong (章敬東), aged 65, is an Independent Non-Executive Director of the Group. She joined the Group and was appointed as Independent Non-Executive Director on 23 June 2010. Ms. Zhang is also a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. She was the vice-secretary-general of Financial Trust Association of Zhejiang Province (浙江省金融信託業協會) before joining the Group and she held various positions in the Chinese banking and finance sectors including the People's Bank of China Heilongjiang Branch (中國人民銀行黑龍江省分行), Financial Intermediation Centre of Zhejiang Province (浙江省資金融通中心), and office of Hangzhou Financial Supervision of People's Bank of China Shanghai Branch (中國人民銀行上海分行杭州金融管辦公室). Ms. Zhang holds a master's degree in Economic Management (經濟管理) from the Academy of Social Sciences of Hei Longjiang (黑龍江省社會科學院).

Ms. Zhang has entered into a service contract with the Company for a term of 3 years. She is subject to re-election at the forthcoming annual general meeting of the Company in accordance with the provisions of the articles of association of the Company. Under the service contract, Ms. Zhang is entitled to receive a director's fee of HK\$150,000 per annum. For the year ended 2010, the total amount of Ms. Zhang's director fee was HK\$75,000. The Director's remuneration was determined by the Board of Directors of the Company based on the recommendations of the Remuneration Committee and Nomination Committee of the Company, with reference to her duties and responsibilities with the Company and the market rate for her positions.

Save as disclosed above, (i) Ms. Zhang has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed companies in the last three years.

Save as disclosed above, Ms. Zhang has confirmed that there is no other information required to be brought to the attention of the shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to her re-election as director of the Company.

**Dr. Loke Yu alias Loke Hoi Lam**

Dr. Loke Yu alias Loke Hoi Lam (陸海林), aged 61, was appointed as Independent Non-Executive Director of the Group on 23 June 2010. Dr. Loke serves as a Chairman of the Audit Committee and member of Remuneration Committee and Nomination Committee of the Company. Dr. Loke has over 35 years of experience in accounting and auditing for private and public companies, financial consultancy and corporate management. He holds a Master of Business Administration degree from Universiti Teknologi Malaysia and a Doctor of Business Administration degree from University of South Australia. He is a Fellow of The Institute of Chartered Accountants in England and Wales; Hong Kong Institute of Certified Public Accountants; and The Hong Kong Institute of Directors. He is



also an Associate member of The Hong Kong Institute of Chartered Secretaries. He is currently the company secretary of Minth Group Limited and serves as an independent non-executive director of Vodone Limited, Matrix Holdings Limited, Bio-Dynamic Group Limited, China Fire Safety Enterprise Group Limited, Winfair Investment Company Limited, SCUD Group Limited and Zhong An Real Estate Limited, companies listed on the Stock Exchange.

Dr. Loke has entered into a service contract with the Company for a term of 3 years. He is subject to re-election at the forthcoming annual general meeting of the Company in accordance with the provisions of the articles of association of the Company. Under the service contract, Dr. Loke is entitled to receive a director's fee of HK\$150,000 per annum. For the year ended 2010, the total amount of Dr. Loke's director fee was HK\$75,000. The Director's remuneration was determined by the Board of Directors of the Company based on the recommendations of the Remuneration Committee and Nomination Committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his positions.

Save as disclosed above, (i) Dr. Loke has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed companies in the last three years.

Save as disclosed above, Dr. Loke has confirmed that there is no other information required to be brought to the attention of the shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his re-election as director of the Company.

#### **Mr. Li Xikui**

Mr. Li Xikui (李錫奎), aged 66, is an Independent Non-Executive Director of the Group. He joined the Group and was appointed as Independent Non-Executive Director on 23 June 2010. Mr. Li serves as a member of Audit Committee, Remuneration Committee and Nomination Committee of the Company. Mr. Li obtained a Bachelor's degree majoring in foreign trade (對外貿易專業) from Dongbei University of Finance and Economics (東北財經大學) (formally known as Liaoning Finance and Economics College (遼寧財經學院)) in August 1970 and a master diploma in finance from Research Institute for Fiscal Science of Ministry of Finance (財政部財政科學研究所) in July 1982. Mr. Li became the Researcher (研究員) of China Construction Bank (中國建設銀行) in 1993. He has been receiving a special allowance granted by the State Council (國務院) since 1992. Mr. Li was appointed as the vice president of the head office (總行副行長) of China Construction Bank (中國建設銀行) in 1985 and 1988; the vice president (副總裁) of China Galaxy Securities Company (中國銀河證券公司). Since February 2006, he has been the chairman of the board (董事長) of Galaxy Asset Management Co., Ltd (銀河基金管理公司).

## APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED

Mr. Li has entered into a service contract with the Company for a term of 3 years. He is subject to re-election at the forthcoming annual general meeting of the Company in accordance with the provisions of the articles of association of the Company. Under the service contract, Mr. Li is entitled to receive a director's fee of HK\$150,000 per annum. For the year ended 2010, the total amount of Mr. Li's director fee was HK\$75,000. The Director's remuneration was determined by the Board of Directors of the Company based on the recommendations of the Remuneration Committee and Nomination Committee of the Company, with reference to his duties and responsibilities with the Company and the market rate for his positions.

Save as disclosed above, (i) Mr. Li has not held any other positions with any members of the Group; (ii) is not related to any director, senior management, substantial shareholder or controlling shareholder of the Company or other members of the Group; (iii) is not interested in the shares of the Company within the meaning of Part XV of the SFO; and (iv) has not held any other directorships in any other listed companies in the last three years.

Save as disclosed above, Mr. Li has confirmed that there is no other information required to be brought to the attention of the shareholders and the Company or to be disclosed pursuant to Rule 13.51(2) of the Listing Rules in relation to his re-election as director of the Company.



**CHIHO-TIANDE 齐合天地**  
**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 ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Chiho-Tiande Group Limited (“the Company”) will be held at Room 1, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Thursday, 19 May 2011 at 9:30 a.m. for the following purposes:

1. To review and approve the audited consolidated financial statements, the report of the directors and the report of independent auditor of the Company for the year ended 31 December 2010.
2. To consider and approve a final dividend of the Company for the year ended 31 December 2010.
3. To re-elect Mr. Fang Ankong as Executive Director of the Company.
4. To re-elect Mr. Stephanus Maria van Ooijen as Executive Director of the Company.
5. To re-elect Mr. Gu Liyong as Executive Director of the Company.
6. To re-elect Mr. Ralph Sytze Ybema as Non-Executive Director of the Company.
7. To re-elect Ms. Zhang Jingdong as Independent Non-Executive Director of the Company.
8. To re-elect Dr. Loke Yu as Independent Non-Executive Director of the Company.
9. To re-elect Mr. Li Xikui as Independent Non-Executive Director of the Company.
10. To authorize the Board of Directors of the Company to fix the Directors’ remuneration.

11. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorize the Board to fix their remuneration.
12. To consider and, if thought fit, pass with or without amendment(s), the following Resolution as an Ordinary Resolution:

**“THAT:**

- (a) subject to paragraph (c) of this Resolution, and pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the exercise by the Directors of the Company (“Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares of HK\$0.01 each in the share capital of the Company (“Shares”) or securities convertible into Shares and to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this Resolution shall authorize the Directors during the Relevant Period to make or grant offers, agreements and options (including but not limited to warrants, bonds and debentures convertible into Shares) which might require the exercise of such power during or after the end of the Relevant Period;
- (c) the aggregate nominal amount of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution, otherwise than pursuant to (i) a Rights Issue; or (ii) the exercise of rights of subscription or conversion under the terms of any warrants or other securities issued by the Company as at the date of this Resolution carrying a right to subscribe for or purchase Shares or otherwise convertible into Shares; or (iii) the exercise of the subscription rights under the share option schemes of the Company; or (iv) any scrip dividend scheme or similar arrangement for the grant or issue of shares or rights to acquire Shares of the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

(d) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this Resolution;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company and any applicable laws;
- (iii) the revocation or variation of the authority given under this Resolution by Ordinary Resolution of the shareholders of the Company in general meeting; and

“Rights Issue” means an offer of Shares open for a period fixed by the Directors to holders of Shares whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

13. To consider and, if thought fit, pass with or without amendment(s) the following Resolution as an Ordinary Resolution:

“**THAT:**

- (a) subject to paragraph (b) of this Resolution, the exercise by the Director during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of the Shares to be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of the passing of this Resolution and the said approval shall be limited accordingly; and

(c) for the purpose of this Resolution:

“Relevant Period” means the period from the passing of this Resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company following the passing of this Resolution;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company and any applicable laws; and
- (iii) the revocation or variation of the authority given under this Resolution by Ordinary Resolution of the shareholders of the Company in general meeting.

14. To consider and, if thought fit, pass with or without amendments the following Resolution as an Ordinary Resolution:

“**THAT** subject to the passing of Ordinary Resolutions nos. 12 and 13 above, the general mandate granted to the Director pursuant to Ordinary Resolution no. 12 be and is hereby extended by the addition to the aggregate nominal amount of the share capital of the Company which may be allotted and issued or agreed to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal value of the share capital of the Company repurchased by the Company under the authority granted pursuant to Ordinary Resolution no. 13, provided that such extended amount shall not exceed 10% of the aggregate nominal value of share capital of the Company in issue as at the date of passing of the said Resolution.”

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

Hong Kong, 14 April 2011

*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) 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.

- (3) The Register of Members was closed from Friday, 1 April 2011 to Friday, 8 April 2011, both days inclusive, during which period no transfer of shares would be registered. In order to qualify for the proposed final dividend and to determine the identity of the shareholders who are entitled to attend and vote at the forthcoming annual general meeting of the Company, 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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Thursday, 31 March 2011.
- (4) According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the Chairman of the Annual General Meeting will exercise his power under the Articles of Association to demand a poll in relation to all proposed Resolutions at the Annual General Meeting.