

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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 EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Chiho-Tiande Group Limited (the “**Company**”) will be held at Level 2, 48 Wang Lok Street, Yuen Long Industrial Estate, Hong Kong on Thursday, 24 May 2012 at 2:30 p.m. (or so soon thereafter as the annual general meeting of the Company convened on the same date and at the same place at 2:00 p.m. shall have been concluded) 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 (“**Director**”) of the Company 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\$4.186 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 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 2,000,000 Shares at an exercise price of HK\$4.186 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.”

- (3) “**THAT** the master purchase agreement (the “**New Master Purchase Agreement**”) dated 28 March 2012 entered into between the Company and Sims Metal Management Asia Limited (“**Sims Asia**”) in respect of the purchase of metal scrap by the relevant member(s) of Sims Asia and its subsidiaries from the relevant member(s) of the Company and its subsidiaries during the term (the “**Term**”) between 1 June 2012 and 31 May 2015 (a copy of which is produced to this meeting and marked “A” and initialed by the Chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder or incidental thereto subject to the proposed annual caps for the relevant periods during the Term set out therein be and are hereby approved, confirmed and ratified, **AND THAT** the Directors be and are hereby authorised to do all things and acts and sign all documents which they consider necessary, desirable or expedient in connection or to implement and/or to give effect to the New Master Purchase Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 24 April 2012

Registered Office:

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

Principal Place of Business in Hong Kong:

48 Wang Lok Street
Yuen Long Industrial Estate
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 Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong, 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 Meeting or any adjournment thereof and in such event, the form of proxy will be deemed to be revoked.

- (4) The register of members of the Company will be closed from Tuesday, 22 May 2012 to Thursday, 24 May 2012, both dates 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 Meeting, all duly completed transfer forms accompanied by the relevant share certificates must be lodged with Computershare Hong Kong Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 21 May 2012.
- (5) Shareholders are advised to read the circular to the shareholders of the Company dated 24 April 2012 which contains information concerning the resolutions to be proposed in this notice.
- (6) Pursuant to Rule 17.04(1) of the Listing Rules, all connected persons (as defined in the Listing Rules) of the Company are required to abstain from voting in favour of ordinary resolutions numbered (1) and (2). Furthermore, pursuant to Rule 17.03(4) of the Listing Rules, Mr. Fang Ankong and his associates (as defined in the Listing Rules) are required to abstain from voting on ordinary resolution numbered (1). In addition, pursuant to Rule 14A.54 of the Listing Rules, Sims Metal Management Dragon Holdings Limited and its associates are required to abstain from voting on ordinary resolution numbered (3).
- (7) According to Rule 13.39(4) of the Listing Rules, any vote of shareholders of the Company at a general meeting of the Company must be taken by poll. Accordingly, the Chairman of the Meeting will exercise his power under the articles of association of the Company to demand a poll in relation to the proposed ordinary resolutions at the Meeting.

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

Executive Directors: Fang Ankong, Stephanus Maria van Ooijen, Gu Liyong

Non-executive Director: Michael Charles Lion

Independent non-executive Directors: Loke Yu, Li Xikui, Zhang Jingdong