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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 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 Room 1412, 14th Floor, Shun Tak Centre West Tower, 168-200 Connaught Road Central, Hong Kong on Monday, 27 February 2012 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 resolution as an ordinary resolution of the Company:

ORDINARY RESOLUTION

“**THAT**

- (A) subject to the fulfillment or waiver of the conditions as set out in the conditional subscription agreement (the “**Subscription Agreement**”, a copy of which is produced to the Meeting marked “A” and initialled by the Chairman of the Meeting for the purpose of identification) dated 17 January 2012 and entered into between the Company, HWH Holdings Limited (“**HWH**”), Delco Participation B.V. (“**Delco**”) and Sims Metal Management Dragon Holdings Limited (“**Sims**”, together with HWH and Delco, the “**Subscribers**”) in respect of the issue by the Company and the subscription by the Subscribers of convertible bonds (the “**Convertible Bonds**”) in the aggregate principal amount of HK\$815,800,000 with detachable warrants (the “**Warrants**”) to subscribe for shares (“**Shares**”) of HK\$0.01 each in the share capital of the Company in the aggregate amount of HK\$75,830,646, the Subscription Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (B) the creation and the issue of the Convertible Bonds be and is hereby generally and unconditionally approved in all respects and any one or more of the directors (“**Directors**”) of the Company be and is/are hereby authorised to execute by way of deed poll the instrument (the “**Deed Poll**”, a copy of which is produced to the Meeting marked “B” and initialled by the Chairman of the Meeting for the purpose of identification) constituting the Convertible Bonds;
- (C) the creation and the issue of the Warrants be and is hereby generally and unconditionally approved in all respects and any one or more of the Directors be and is/are hereby authorised to execute by way of deed poll the instrument (the “**Warrant Instrument**”, a copy of which is produced to the Meeting marked “C” and initialled by the Chairman of the Meeting for the purpose of identification) constituting the Warrants;
- (D) the issue and allotment of new Shares (“**Bonds Conversion Shares**”) upon exercise of the conversion rights attaching to the Convertible Bonds be and is hereby approved and any one or more of the Directors be and is/are hereby authorised to allot and issue the Bonds Conversion Shares pursuant to and in accordance with the terms and conditions of the Deed Poll;
- (E) the issue and allotment of new Shares (“**Warrants Conversion Shares**”, together with the Bonds Conversion Shares, the “**Conversion Shares**”) upon exercise of the subscription rights attaching to the Warrants be and is hereby approved and any one or more of the Directors be and is/are hereby authorised to allot and issue the Warrant Conversion Shares pursuant to and in accordance with the terms and conditions of the Warrant Instrument; and
- (F) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary, desirable or expedient to implement and/or give effect to the Subscription Agreement, including but not limited to the creation and the issue to the Subscribers of the Convertible Bonds and the Warrants, and the allotment and issue of the Conversion Shares upon exercise of the conversion rights and the subscription rights attaching to the Convertible Bonds and the Warrants, respectively, and any other matters contemplated thereunder.”

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

Hong Kong, 9 February 2012

Registered Office:

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

Principal Place of Business in Hong Kong:

Room 1410, 14th Floor,
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 Meeting 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 Friday, 24 February 2012 to Monday, 27 February 2012, 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 Meeting, 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 4:30 p.m. on Thursday, 23 February 2012.
- (5) Shareholders are advised to read the circular to the shareholders of the Company dated 9 February 2012 which contains information concerning the resolution to be proposed in this notice.
- (6) 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 Meeting will exercise his power under the articles of association of the Company to demand a poll in relation to the proposed ordinary resolution 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