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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 and the 2011 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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CHIHOTIANDE GROUP LIMITED

齊合天地集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 976)

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

Capitalised terms used in this circular shall have the meaning as set out in the section headed "Definitions" of this circular.

A notice convening the Annual General Meeting of Chiho-Tiande Group Limited to be held at Level 2, 48 Wang Lok Street, Yuen Long Industrial Estate, Hong Kong on 24 May 2012 at 2:00 p.m. is set out on pages 14 to 18 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 branch share registrar and transfer office in Hong Kong, 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.

24 April 2012

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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 Level 2, 48 Wang Lok Street, Yuen Long Industrial Estate, Hong Kong on 24 May 2012 at 2:00 p.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 PRC
“Latest Practicable Date”	18 April 2012, 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 of Hong Kong Limited
“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
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no. 9 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 of the Repurchase Resolution

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended and supplemented from time to time
“Share(s)”	ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	registered holder(s) of Shares
“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. 8, 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 Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	percent

LETTER FROM THE BOARD


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. Michael Charles Lion

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:*

48 Wang Lok Street
Yuen Long Industrial Estate
Hong Kong

24 April 2012

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 the resolutions to be proposed at the Annual General Meeting to be held on 24 May 2012 relating to, among other things, (i) re-election of the Directors due to retirement at the Annual General Meeting; and (ii) the granting of general mandates to the Directors for the issue and repurchase of the Company's securities.

LETTER FROM THE BOARD

RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Articles 84(1) of the Article of Association, Mr. Gu Liyong and Ms. Zhang Jingdong shall retire at the Annual General Meeting by rotation. In addition, in accordance with Article 83(3) of the Company, Mr. Michael Charles Lion will hold his office until the Annual General Meeting.

All the above retiring Directors, being eligible, offer themselves for re-election.

Biographical details of the above retiring Directors to be proposed for re-election at the Annual General Meeting, 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 19 May 2011, the Shareholders passed an ordinary resolution to give a general mandate to the Directors to exercise the powers of the Company to allot, issue and deal with securities of the Company up to 20% of the issued share capital of the Company as at that date. 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 1,041,854,706 Shares. Subject to the passing of the resolution approving the Share Issue Mandate 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 resolution approving the Share Issue Mandate to allot and issue up to a maximum of 208,370,941 Shares, being 20% of the issued share capital of the Company as at the date of passing of such resolution.

In addition, subject to the passing of the resolution approving the extension of the Share Issue Mandate to be proposed at the Annual General Meeting, the Company would be allowed to allot, issue and deal with such additional number of securities of the Company as is equal to the number of Shares repurchased by the Company under the Repurchase Mandate.

Details of the Share Issue Mandate and the extension of the Share Issue Mandate are set out in ordinary resolutions nos. 8 and 10 respectively of the notice of Annual General Meeting.

GENERAL MANDATE TO REPURCHASE SHARES

On 19 May 2011, the Shareholders passed an ordinary resolution to give a general mandate to the Directors to exercise the powers of the Company to repurchase Shares up to 10% of the issued share capital of the Company as at that date. 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.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,041,854,706 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 of the Repurchase Resolution, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate as at the date of passing of the Repurchase Resolution will be 104,185,471 Shares, representing 10% of the issued share capital of the Company as at the date of passing of such resolution.

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

ANNUAL GENERAL MEETING

Notice of the Annual General Meeting is set out in Appendix III to this circular. A proxy form for appointing proxy is dispatched with this circular and published on the respective websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.chiho-tiande.com). 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 branch share registrar and transfer office in Hong Kong, 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 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.

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 and the extension of Share Issue 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.

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 of the Repurchase Resolution.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,041,854,706 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 up to a maximum of 104,185,471 Shares, representing 10% of the issued share capital of the Company as at the date of passing of the Repurchase Resolution.

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 as a whole.

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 the Articles of Association, the Companies Law of the Cayman Islands, the Listing Rules 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 2011 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 table below is a summary of the monthly highest and lowest traded prices of the Shares in each of the previous twelve months up to and including the Latest Practicable Date:

	Shares Traded Price	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2011		
April	7.55	5.93
May	6.28	5.68
June	6.30	5.49
July	6.47	5.97
August	6.15	4.04
September	4.99	3.82
October	4.60	3.69
November	4.70	4.05
December	4.40	3.70
2012		
January	4.50	3.72
February	4.49	4.20
March	4.40	4.01
April (up to and including the Latest Practicable Date)	4.24	4.08

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 of the Company and the Articles of Association, the laws of Hong Kong and the applicable laws of the Cayman Islands.

6. CONNECTED PERSON

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.

7. 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.

Mr. Fang Ankong, HWH Holdings Limited, Delco Participation B.V. and Green Elite Limited (together the "Concert Party Group") are presumed to be parties acting in concert, who together held 611,945,246 Shares (representing approximately 58.74% of the issued share capital of the Company) as at the Latest Practicable Date.

As at the Latest Practicable Date, HWH Holdings Limited held approximately 30.43% of the issued capital of the Company. In the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, the percentage shareholding interest held by HWH Holdings Limited in the Company will be increased by more than 2%, from 30.43% to 33.81%, and HWH Holdings Limited would hence be required under Rule 26 of the Takeovers Code to make a mandatory offer in respect of all the issued Shares other than those already held by the Concert Party Group by reason of such increase. The Directors have no intention to exercise the Repurchase Mandate which may result in possible mandatory offer being made under the Takeovers Code.

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.

In addition, as at the Latest Practicable Date, the connected persons of the Company together held 778,642,000 Shares, representing approximately 74.74% of the issued share capital of the Company. In the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, the shareholding of the Company held by the public shareholders will fall below the minimum public shareholding requirement of 25% under the Listing Rules. 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.

8. SHARES REPURCHASE MADE BY THE COMPANY

During the six months immediately preceding the Latest Practicable Date, the Company had repurchased its Shares on the Stock Exchange as follows:

Date of Repurchases	Number of Shares	Highest Price per Share HK\$	Lowest Price per Share HK\$
22 August 2011	1,206,000	4.17	4.08
23 August 2011	1,256,000	4.35	4.10
24 August 2011	60,000	4.33	4.30
26 August 2011	258,000	4.50	4.40
6 September 2011	540,000	4.55	4.49
16 September 2011	1,338,000	4.45	4.20
19 September 2011	1,298,000	4.40	4.32
20 September 2011	1,964,000	4.40	4.35
21 September 2011	666,000	4.45	4.30
22 September 2011	1,398,000	4.35	4.18
23 September 2011	242,000	4.22	4.17
26 September 2011	1,212,000	4.09	3.84
27 September 2011	372,000	4.20	4.00
30 September 2011	904,000	4.12	4.00
3 October 2011	90,000	4.04	4.00
4 October 2011	1,532,000	4.10	3.69
6 October 2011	1,458,000	4.15	3.89
7 October 2011	266,000	4.15	4.09
10 October 2011	104,000	4.13	4.00
13 October 2011	830,000	4.20	4.05
14 October 2011	922,000	4.25	4.08
18 October 2011	314,000	4.17	4.05
26 October 2011	<u>1,770,000</u>	4.30	4.18
	<u>20,000,000</u>		

Save as disclosed above, the Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during six months immediately 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. Gu Liyong

Mr. Gu Liyong (顧李勇), aged 49, is an Executive Director and Vice President of the Group. He was appointed as an Executive Director on 28 August 2008. Mr. Gu serves as a member of the Executive Committee of the Company and he is also a director of certain subsidiaries of the Group. He is primarily responsible for operational and financial activities and has over 26 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 non-ferrous 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 entered into a service contract with the Company on 24 June 2010 for a term of 3 years. He is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Mr. Gu received emoluments in a total sum of HK\$1,002,729 for the year ended 31 December 2011. The Director's emoluments of Mr. Gu was determined by the Board 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 position.

As at the Latest Practicable Date, Mr. Gu was taken to be beneficially interested in 1,950,000 underlying shares of the Company in respect of share options granted to him under the Pre-IPO Share Option Scheme and Post-IPO Share Option Schemes.

Save as disclosed above, Mr. Gu (i) 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 a Director.

Mr. Michael Charles Lion

Mr. Michael Charles Lion, aged 62, is a Non-Executive Director. He was appointed as a Non-Executive Director on 17 January 2012. He serves as a member of the Audit Committee of the Company. He has a career of over 40 years in the international non-ferrous metals industry, including pioneering the development of China and other Asian markets as consumers of international non-ferrous scrap in the early 1970s. He has been working with SMM Asia, being a wholly-owned Hong Kong subsidiary of SMM, for 14 years and is the Chairman and a Director of SMM Asia. SMM Asia is engaged in the global international marketing and trading of SMM's owned and brokered non-ferrous scrap, nonferrous by-products and primary metals. From 1967 to 1986, he was a partner in Philipp and Lion Partnership; from 1986 to 1991, he was the Chairman and Chief Executive Officer of Philipp and Lion Group Ltd., and from 1997, he has been the President of Lion Consulting Inc.. As a founding member of the London Metals Exchange secondary aluminium sub-committee, he currently serves as chairman of the Bureau of International Recycling ("BIR") Membership committee and a member of its Advisory and Executive boards. He was the president of the former British Secondary Metals Association and the president of the Nonferrous Division of BIR. He is a frequent speaker and contributor of articles at global industry events such as Metal Bulletin, IWCC and CRU, Cessco gatherings, on the topics of nonferrous metals and hedging. He graduated from Haileybury and Imperial Service College in 1963, and has a certificate of Former Ring Dealing Member of London Metals Exchange.

On 17 January 2012, the Company entered into an appointment letter with Mr. Michael Charles Lion for a term commencing from 17 January 2012 up to the date of the Annual General Meeting. On 27 March 2012, the Company entered into another appointment letter with Mr. Lion for a term of 3 years commencing from the conclusion of the Annual General Meeting, subject to Mr. Lion being re-elected as the Non-Executive Director of the Company at the Annual General Meeting. Mr. Lion is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. Mr. Lion will not receive any remuneration from the Company during the term of appointment. Mr. Lion did not receive any director's fee or other emoluments from the date of appointment up to the Latest Practicable Date. The Director's emoluments of Mr. Lion was determined by the Board 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 position.

As at the Latest Practicable Date, Mr. Lion is the director of Sims Metal Management Dragon Holdings Limited, the substantial shareholder of the Company, which holds 166,696,754 Shares in the Company.

Save as disclosed above, Mr. Lion (i) 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. Lion 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 a Director.

Ms. Zhang Jingdong (章敬東)

Ms. Zhang Jingdong (章敬東), aged 66, is an Independent Non-Executive Director. She joined the Group 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 our Group and she served as chief and general manager and held various positions in various Chinese banking and corporate 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監管辦公室).

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 on 24 June 2010 for a term of 3 years. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the provisions of the Articles of Association. For the year ended 2011, the total amount of Ms. Zhang's director fee was HK\$150,000. The Director's remuneration was determined by the Board 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 position.

As at the Latest Practicable Date, Ms. Zhang was taken to be beneficially interested in 225,000 underlying shares of the Company in respect of share options granted to her under the Post-IPO Share Option Scheme.

Save as disclosed above, Ms. Zhang (i) 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 a Director.



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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)
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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 Level 2, 48 Wang Lok Street, Yuen Long Industrial Estate, Hong Kong on 24 May 2012 at 2:00 p.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 2011.
2. To consider and approve the final dividend of the Company for the year ended 31 December 2011.
3. To re-elect Mr. Gu Liyong as Executive Director of the Company.
4. To re-elect Mr. Michael Charles Lion as Non-Executive Director of the Company.
5. To re-elect Ms. Zhang Jingdong as Independent Non-Executive Director of the Company.
6. To authorize the Board of Directors of the Company to fix the Directors’ remuneration.
7. To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorize the Board to fix its remuneration.
8. To consider and, if thought fit, pass with or without amendment(s), the following resolution (“Resolution”) as an ordinary resolution of the Company (“Ordinary Resolution”):

“THAT:

- (a) subject to paragraph (c) of this Resolution, and pursuant to the Rules (the “Listing 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 grantor 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 which ever 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 recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

9. 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 subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules, 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.”
10. 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. 8 and 9 above, the general mandate granted to the Director pursuant to Ordinary Resolution no. 8 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. 9, 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, 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 the Company's branch share registrar and transfer office in Hong Kong, 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.
- (4) The register of members of the Company will be closed from Tuesday, 22 May 2012 to Thursday, 24 May 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 Annual General Meeting, all duly completed transfer documents accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited 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) The register of members of the Company will be closed on Wednesday, 30 May 2012 and no transfer of shares will be registered. The ex-dividend date will be Monday, 28 May 2012. In order to qualify for the proposed final dividend, all duly completed transfer documents accompanied by the relevant share certificates must be lodged with Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Tuesday, 29 May 2012.
- (6) Shareholders are advised to read the circular to the shareholders of the Company dated 24 April 2012 which contains information concerning the resolution to be proposed in this notice.
- (7) 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 Annual General Meeting will exercise his power under the articles of association of the Company to demand a poll in relation to all proposed original resolutions at the Annual General Meeting.