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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 Level 2, 48 Wang Lok Street, Yuen Long Industrial Estate, Hong Kong on Thursday, 23 May 2013 at 3:30 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 3:00 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 (“**Share Options**”) to Mr. Fang Ankong (“**Mr. Fang**”), an executive director (“**Director**”) and a controlling shareholder (as defined in the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”)) 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\$3.75 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 substantial shareholder (as defined in the Listing Rules) of the Company, to subscribe for 2,000,000 Shares at an exercise price of HK\$3.75 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** subject to and conditional upon the Listing Committee of the Stock Exchange granting approval of the listing of, and permission to deal in, any Shares to be issued pursuant to the exercise of Share Options which may be granted under the Refreshed Scheme Mandate Limit (as defined below), the existing limit on the grant of Share Options under the Post-IPO Share Option Scheme be and is hereby refreshed so that the total number of Shares to be allotted and issued upon exercise of any share options to be granted under the Post-IPO Share Option Scheme and any other share option scheme of the Company (excluding share options previously granted, outstanding, cancelled, lapsed or exercised in accordance with the Post-IPO Share Option Scheme or such other share option schemes of the Company) shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution (the “**Refreshed Scheme Mandate Limit**”) and the Directors be and are hereby authorised to do such acts and execute such documents to effect the Refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue and deal with the Shares pursuant to the exercise of such share options.”

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

Hong Kong, 19 April 2013

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 Hong Kong branch share registrar and transfer office, 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, 21 May 2013 to Thursday, 23 May 2013, 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 Hong Kong branch share registrar and transfer office, at Shops 1712-1716, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Monday, 20 May 2013.
- (5) Shareholders are advised to read the circular to the shareholders of the Company dated 19 April 2013 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 and his associates (as defined in the Listing Rules) are required to abstain from voting on ordinary resolution numbered (1).
- (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