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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 2012 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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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)

**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 23 May 2013 at 3:00 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 Hong Kong branch 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.

19 April 2013

CONTENTS

	<i>Page</i>
Definitions	1
 Letter from the Board	
Introduction	3
Re-election of the retiring Directors	4
General Mandate to Issue Shares	4
General Mandate to Repurchase Shares	4
Annual General Meeting	5
Voting by way of poll	5
Recommendation	5
 Appendix I – Explanatory statement	 6
 Appendix II – Details of retiring Directors proposed to be re-elected at the Annual General Meeting	 10
 Appendix III – Notice of Annual General Meeting	 14

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 23 May 2013 at 3:00 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 with limited liability, the Shares of which are listed on the Stock Exchange
“controlled corporations”	has the meaning ascribed to it in Part XV of the SFO
“Convertible Bonds”	the three-year 4% coupon convertible bonds in the aggregate principal amount of HK\$815,800,000 issued by the Company on 1 March 2012 and convertible into Shares at an initial conversion price of HK\$6.00 per Share (subject to adjustments)
“Directors”	the directors of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	11 April 2013, 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

DEFINITIONS

“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
“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
“Warrant(s)”	the warrant(s) issued by the Company on 1 March 2012 which entitle the holders thereof to subscribe for fully paid Shares in the aggregate amount of HK\$75,830,646 at the initial subscription price of HK\$6.00 per Share (subject to adjustments)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	percent

LETTER FROM THE BOARD



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

19 April 2013

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 23 May 2013 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 Shares.

LETTER FROM THE BOARD

RE-ELECTION OF THE RETIRING DIRECTORS

In accordance with Article 84(1) of the Articles of Association, Mr. Stephanus Maria van Ooijen, Dr. Loke Yu and Mr. Li Xikui shall retire at the Annual General Meeting by rotation.

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 24 May 2012, 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 1,043,506,206 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 Share Issue Mandate to allot and issue up to a maximum of 208,701,241 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 Shares 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 the Annual General Meeting.

GENERAL MANDATE TO REPURCHASE SHARES

On 24 May 2012, 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 1,043,506,206 Shares. Assuming that there is no change in the issued share capital from the Latest Practicable Date up to and including the date of passing of the Repurchase Resolution, the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 104,350,620 Shares, representing 10% of the issued share capital of the Company as at the date of passing of the Repurchase 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 Hong Kong branch 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 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 and 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 1,043,506,206 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 104,350,620 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 laws.

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 2012 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>
2012		
April	4.24	4.08
May	4.30	4.00
June	4.18	3.82
July	4.11	3.81
August	4.05	3.79
September	4.09	3.52
October	4.00	3.80
November	3.90	3.69
December	3.97	3.71
2013		
January	4.18	3.91
February	4.14	3.96
March	4.05	3.52
April (up to and including the Latest Practicable Date)	3.82	3.65

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, Mr. Stephanus Maria van Ooijen, Mr. Gu Liyong, 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 613,422,746 Shares (representing approximately 58.78% 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 30.38% 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 30.38% to 33.75%, 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 780,119,500 Shares, representing approximately 74.76% 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	Price per Share	
		Highest HK\$	Lowest HK\$
19 September 2012	1,114,000	4.09	3.96
20 September 2012	154,000	4.01	3.93
21 September 2012	296,000	3.95	3.89
27 September 2012	188,000	3.92	3.87
28 September 2012	50,000	3.92	3.90
4 October 2012	<u>168,000</u>	3.90	3.84
	<u><u>1,970,000</u></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.

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

RE-ELECTION OF THE RETIRING DIRECTORS

The following are the biographical details of the Directors proposed for re-election at the Annual General Meeting:

Mr. Stephanus Maria van Ooijen

Mr. Stephanus Maria van Ooijen, aged 50, is an Executive Director, Vice President and one of the founders of the Group. He was appointed as an Executive Director on 15 May 2008. He serves as a member of the Executive Committee, Nomination Committee and Remuneration Committee of the Company. Mr. van Ooijen is primarily in charge of corporate strategy and planning with focus on the Group's import functions and has over 15 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 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. van Ooijen received emoluments in a total sum of HK\$1,380,000 for the year ended 31 December 2012. His emoluments were determined by the Board based on the recommendations of the Remuneration Committee and the 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. van Ooijen was interested in 300,000 Shares and 3,700,000 underlying Shares in respect of share options granted to him under the Pre-IPO Share Option Scheme and Post-IPO Share Option Scheme.

Mr. van Ooijen is deemed to be interested in 290,395,981 Shares and 52,100,000 underlying Shares held by his controlled corporations. 230,395,981 Shares are held by Delco Participation B.V. ("**Delco**") as beneficial owner and Delco is indirectly 50%-owned by Mr. van Ooijen. Green Elite Limited holds 60,000,000 Shares as beneficial owner and is 50%-owned by each of HWH Holdings Limited ("**HWH**") and Delco. The 52,100,000 underlying Shares represent such number of underlying Shares which fall to be issued to Delco upon full conversion of the Convertible Bonds held by Delco.

Mr. van Ooijen is deemed to be interested in 489,296,019 Shares and 152,792,203 underlying Shares held by the other parties to an agreement under section 317 of the SFO. The 489,296,019 Shares comprise (i) 5,614,000 Shares held by Mr. Fang Ankong ("**Mr. Fang**") as beneficial owner; (ii) 316,985,265 Shares held by HWH as beneficial owner; and (iii) 166,696,754 Shares held by Sims Metal Management Dragon Holdings Limited ("**Sims**") as beneficial owner. The 152,792,203 underlying Shares comprise (i) 35,450,000 underlying Shares held by Mr. Fang as beneficial owner; (ii) 31,266,667 underlying Shares

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

held by HWH as beneficial owner which fall to be issued to HWH upon full conversion, at the initial conversion price of HK\$6.00, of (A) the Convertible Bonds in the principal amount of HK\$67,600,000 held by it; and (B) the Convertible Bonds in the principal amount of HK\$120,000,000 to be delivered to it upon exercise of a put option granted to it by an independent third party; (iii) 20,837,095 underlying Shares held by Sims as beneficial owner which Delco is obliged to deliver to Sims upon exercise by Sims of a call option granted by Delco to Sims; (iv) 52,600,000 underlying Shares held by Sims as beneficial owner which fall to be issued to Sims upon full conversion of the Convertible Bonds held by it; and (v) 12,638,441 underlying shares held by Sims as beneficial owner which fall to be issued to Sims upon full conversion of the Warrants held by it.

Save as disclosed above, Mr. van Ooijen (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 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 a Director.

Dr. Loke Yu

Dr. Loke Yu alias Loke Hoi Lam (陸海林), aged 63, is an Independent Non-Executive Director. He was appointed as an Independent Non-Executive Director on 23 June 2010. Dr. Loke serves as the Chairman of the Audit Committee and a member of the Remuneration Committee and the Nomination Committee of the Company. Dr. Loke has over 37 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 the following companies whose shares are listed on the Stock Exchange: Vodone Limited, Matrix Holdings Limited, Sino Distillery Group Limited, China Fire Safety Enterprise Group Limited, Winfair Investment Company Limited, SCUD Group Limited, Zhong An Real Estate Limited and Tianjin Development Holdings Limited.

Dr. Loke 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. For the year ended 31 December 2012, Dr. Loke received emoluments (in the form of

APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE RE-ELECTED AT THE ANNUAL GENERAL MEETING

director's fee) in a total sum of HK\$150,000. His emoluments determined by the Board based on the recommendations of the Remuneration Committee and the 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, Dr. Loke was interested in 225,000 underlying Shares in respect of share options granted to him under the Post-IPO Share Option Scheme.

Save as disclosed above, Dr. Loke (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 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.

Mr. Li Xikui

Mr. Li Xikui (李錫奎), aged 68, is an Independent Non-Executive Director. He joined the Group on 23 June 2010. Mr. Li serves as a member of the Audit Committee, the Remuneration Committee and the 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).

Mr. Li 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. For the year ended 31 December 2012, Mr. Li received emoluments (in the form of director's fee) in a total sum of HK\$150,000. His emoluments were determined by the Board based on the recommendations of the Remuneration Committee and the 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. Li was interested in 225,000 underlying Shares in respect of share options granted to him under the Post-IPO Share Option Scheme.

**APPENDIX II DETAILS OF RETIRING DIRECTORS PROPOSED TO BE
RE-ELECTED AT THE ANNUAL GENERAL MEETING**

Save as disclosed above, Mr. Li (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.

**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 Level 2, 48 Wang Lok Street, Yuen Long Industrial Estate, Hong Kong on 23 May 2013 at 3:00 p.m. for the following purposes:

1. To review and approve the audited consolidated financial statements, the report of the directors of the Company and the report of the independent auditor of the Company for the year ended 31 December 2012.
2. To consider and approve the final dividend of HK2.12 cents per ordinary share of the Company for the year ended 31 December 2012.
3. To re-elect Mr. Stephanus Maria van Ooijen as Executive Director of the Company.
4. To re-elect Dr. Loke Yu as Independent Non-Executive Director of the Company.
5. To re-elect Mr. Li Xikui as Independent Non-Executive Director of the Company.
6. To authorise 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 authorise 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 Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (the “**Listing Rules**”), the exercise by the 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 authorise 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 (as hereinafter defined); 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 an 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).”

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 an 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 at the date of passing of the said Resolution.”

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 the Company's Hong Kong branch 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.
- (4) The Register of Members will be closed from Tuesday, 21 May 2013 to Thursday, 23 May 2013, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of the shareholders (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 Hong Kong branch share registrar and transfer office, 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 Monday, 20 May 2013.

- (5) The register of members of the Company will be closed from Wednesday, 29 May 2013 to Thursday, 30 May 2013, both dates inclusive, during which period no transfer of shares will be registered. The ex-dividend date will be Monday, 27 May 2013. 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 Hong Kong branch share registrar and transfer office, 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, 28 May 2013.
- (6) Shareholders are advised to read the circular to the Shareholders dated 19 April 2013 which contains information concerning the Resolutions 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 Resolutions at the Annual General Meeting.