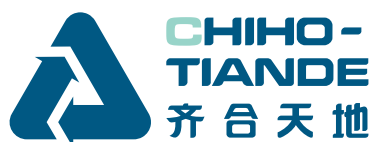


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CHIHO-TIANDE GROUP LIMITED

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 Monday, 27 April 2015 at 11:00 a.m. 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**

- (A) subject to the approval of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), the extension (the “**Sims CB Extension**”) of the maturity date of the 4% coupon convertible bonds in the aggregate principal amount of HK\$815,800,000 issued by the Company on 1 March 2012 (the “**Convertible Bonds**”, of which Sims Metal Management Dragon Holdings Limited (“**Sims**”) is the registered holder thereof in the principal amount of HK\$315,600,000 (the “**Sims Convertible Bonds**”) as at the date of the Meeting) from 1 March 2015 to 1 March 2017 (the “**Extended Maturity Date**”) on the terms and conditions of a letter of undertaking dated 4 March 2015 executed by the Company in favour of Sims, together with a letter agreement dated 8 April 2015 between the Company and Sims (collectively, the “**Sims Undertaking**”, copies of which are produced to the Meeting marked “A1” and “A2” and initialled by the Chairman of the Meeting for the purpose of identification) and the performance by the Company of its obligations thereunder be and are hereby approved, confirmed and ratified;

- (B) subject to the approval of the Stock Exchange for the listing of, and permission to deal in, the Conversion Shares (as defined below), the issue and allotment of new shares (“**Shares**”) of HK\$0.01 each in the share capital of the Company (“**Conversion Shares**”) upon exercise of the conversion rights attaching to the Sims Convertible Bonds be and is hereby approved and any one or more of the directors (“**Directors**”) of the Company be and is/are hereby authorised to allot and issue the Conversion Shares pursuant to and in accordance with the terms and conditions of the deed poll (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) dated 1 March 2012 constituting the Convertible Bonds; and
- (C) 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 Sims CB Extension, including but not limited to the allotment and issue of the Conversion Shares upon exercise of the conversion rights attaching to the Sims Convertible Bonds and any other matters contemplated thereunder.”

2. **“THAT**

- (A) the sale and purchase of the Sims Convertible Bonds on the terms and conditions of a sale and purchase agreement dated 9 April 2015 between Sims as seller and USUM Investment Group Hong Kong Limited (“**USUMHK**”) as purchaser (the “**CB Purchase Agreement**”, a copy of which is produced to the Meeting marked “C” and initialled by the Chairman of the Meeting for the purpose of identification) and the acquisition of the Sims Convertible Bonds by USUMHK or its affiliates be and are hereby approved, confirmed and ratified; and
- (B) 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 CB Purchase Agreement and any other matters contemplated thereunder.”

3. **“THAT**

- (A) subject to the approval of the Stock Exchange, the extension (the “**Greenwoods CB Extension**”) of the maturity date of the Convertible Bonds (of which Greenwoods China Alpha Master Fund (“**Greenwoods**”) is the registered holder thereof in the principal amount of HK\$120,000,000 (the “**Greenwoods Convertible Bonds**”) as at the date of the Meeting) from 1 March 2015 to the Extended Maturity Date on the terms and conditions of a letter of undertaking (a copy of which is produced to the Meeting marked “D” and initialled by the Chairman of the Meeting for the purpose of identification) dated 4 March 2015 executed by the Company in favour of Greenwoods be and is hereby approved, confirmed and ratified;

- (B) subject to the approval of the Stock Exchange for the listing of, and permission to deal in, the Conversion Shares, the issue and allotment of Conversion Shares upon exercise of the conversion rights attaching to the Greenwoods 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 Conversion Shares pursuant to and in accordance with the terms and conditions of the Deed Poll; and
- (C) 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 Greenwoods CB Extension, including but not limited to the allotment and issue of the Conversion Shares upon exercise of the conversion rights attaching to the Greenwoods Convertible Bonds and any other matters contemplated thereunder.”

4. **“THAT**

- (A) subject to the approval of the Stock Exchange, the extension (the **“Delco CB Extension”**) of the maturity date of the Convertible Bonds (of which Delco Participation B.V. (**“Delco”**) is the registered holder thereof in the principal amount of HK\$312,600,000 (the **“Delco Convertible Bonds”**) as at the date of the Meeting) from 1 March 2015 to the Extended Maturity Date on the terms and conditions of the letters of undertaking (copies of which are produced to the Meeting marked “E” and initialled by the Chairman of the Meeting for the purpose of identification) dated 3 March 2015 and 18 March 2015 respectively executed by the Company in favour of Delco be and is hereby approved, confirmed and ratified;
- (B) subject to the approval of the Stock Exchange for the listing of, and permission to deal in, the Conversion Shares, the issue and allotment of Conversion Shares upon exercise of the conversion rights attaching to the Delco 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 Conversion Shares pursuant to and in accordance with the terms and conditions of the Deed Poll; and
- (C) 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 Delco CB Extension, including but not limited to the allotment and issue of the Conversion Shares upon exercise of the conversion rights attaching to the Delco Convertible Bonds and any other matters contemplated thereunder.”

5. “**THAT**

- (A) subject to the approval of the Stock Exchange, the extension (the “**HWH CB Extension**”) of the maturity date of the Convertible Bonds (of which HWH Holdings Limited (“**HWH**”) is the registered holder thereof in the principal amount of HK\$67,600,000 (the “**HWH Convertible Bonds**”) as at the date of the Meeting) from 1 March 2015 to the Extended Maturity Date on the terms and conditions of a letter of undertaking (a copy of which is produced to the Meeting marked “F” and initialled by the Chairman of the Meeting for the purpose of identification) dated 4 March 2015 executed by the Company in favour of HWH be and is hereby approved, confirmed and ratified;
- (B) subject to the approval of the Stock Exchange for the listing of, and permission to deal in, the Conversion Shares, the issue and allotment of Conversion Shares upon exercise of the conversion rights attaching to the HWH 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 Conversion Shares pursuant to and in accordance with the terms and conditions of the Deed Poll; and
- (C) 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 HWH CB Extension, including but not limited to the allotment and issue of the Conversion Shares upon exercise of the conversion rights attaching to the HWH Convertible Bonds and any other matters contemplated thereunder.”

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

Hong Kong, 11 April 2015

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. Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the EGM 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 on Monday, 27 April 2015 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 EGM, all duly completed transfer forms 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, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30p.m. on Friday, 24 April 2015.
- (5) Shareholders are advised to read the circular to the shareholders of the Company dated 11 April 2015 which contains information concerning the resolutions 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 EGM 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 EGM.

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

Executive Directors:

Fang Ankong, Gu Liyong

Independent non-executive Directors:

Loke Yu, Zhang Jingdong, Zhu Dajian