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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 Friday, 15 May 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) the subscription agreement dated 21 March 2015 (as amended and restated on 27 March 2015) (the “**Second Subscription Agreement**”, a copy of which has been produced to this meeting marked “A” and initialled by the chairman of this meeting for the purpose of identification), entered into between the Company as issuer and USUM Investment Group Hong Kong Limited (“**USUMHK**”) as subscriber, pursuant to which the Company has conditionally agreed to issue and allot and the Subscriber has agreed to subscribe an aggregate amount of HK\$2,279.53 million for 253 million new shares (the “**Second Subscription Shares**”) of HK\$0.01 each of the Company (“**Shares**”) at the subscription price of HK\$9.01 per Share (subject to adjustments) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (B) the allotment and issue of the Second Subscription Shares to the Subscriber pursuant to the terms of the Second Subscription Agreement be and is hereby approved;

- (C) any one or more of the directors of the Company be and is/are hereby granted a specific mandate to exercise all the powers of the Company to allot and issue up to 253 million new Shares (or such greater number as may be required to be issued as a result of an adjustment to the subscription price as provided for in accordance with the terms and conditions in the Second Subscription Agreement) in the share capital of the Company as may be required to be allotted and issued upon the completion of the Second Subscription Agreement; and
- (D) any one or more directors of the Company be and is/are hereby authorised to do all such acts and things as they consider necessary or expedient for the purpose of giving effect to the Second Subscription Agreement and completing the transactions contemplated thereunder.”
2. “**THAT** subject to the passing of resolution no. 1 above and the Executive Director (or any delegate of the Executive Director) of the Corporate Finance Division of the Securities and Futures Commission (the “**Executive**”) granting to USUMHK and parties acting in concert with it the waiver (the “**Subscription Whitewash Waiver**”) pursuant to Note 1 to the Notes on dispensation from Rule 26 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) waiving any obligation on the part of USUMHK and parties acting in concert with it to make a mandatory general offer for all the securities of the Company not already owned or agreed to be acquired by USUMHK and parties acting in concert with it which would otherwise arise under Rule 26.1 of the Takeovers Code as a result of the allotment and the issue of the Second Subscription Shares, and the satisfaction of any condition(s) attached to the Subscription Whitewash Waiver as may be imposed by the Executive, the Subscription Whitewash Waiver be and is hereby approved and any one director of the Company be and is hereby authorised to do all such acts and things as he/she considers necessary or expedient for the purpose of giving effect to any matters relating to or incidental to the Subscription Whitewash Waiver.”
3. “**THAT**
- (A) subject to the passing of resolutions no. 1 and 2 above and the Executive granting to USUMHK and parties acting in concert with it the waiver (the “**CB Whitewash Waiver**”) pursuant to Note 1 to the Notes on dispensation from Rule 26 of the Takeovers Code waiving any obligation on the part of USUMHK and parties acting in concert with it to make a mandatory general offer for all the securities of the Company not already owned or agreed to be acquired by USUMHK and parties acting in concert with it which would otherwise arise under Rule 26.1 of the Takeovers Code as a result of USUMHK exercising the conversion rights attaching to the Sims Bonds (as defined below), and the satisfaction of any condition(s) attached to the CB Whitewash Waiver as may be imposed by the Executive, the CB Whitewash Waiver be and is hereby approved and any one director of the Company be and is hereby authorised to do all such acts and things as he/she considers necessary or expedient for the purpose of giving effect to any matters relating to or incidental to the CB Whitewash Waiver; and

(B) for the purpose of this resolution no. 3, “**Sims Bonds**” means the convertible bonds in the aggregate principal amount of HK\$315,600,000 owned by Sims Metal Management Dragon Holdings Limited (“**Sims**”) and comprised in the 4% coupon convertible bonds in the aggregate principal amount of HK\$815,800,000 issued by the Company on 1 March 2012 and which Sims has conditionally agreed to sell, and USUMHK has conditionally agreed to purchase, on the terms and conditions of a sale and purchase agreement dated 9 April 2015 entered into between Sims as seller and USUMHK as purchaser.”

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

Hong Kong, 28 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 hereto, 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 from Thursday, 14 May 2015 to Friday, 15 May 2015, 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 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, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no later than 4:30 p.m. on Wednesday, 13 May 2015.
- (5) Shareholders are advised to read the circular to the shareholders of the Company dated 28 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