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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)**

### **SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING**

Reference is made to the notice of extraordinary general meeting (the “**Notice of EGM**”) of Chiho-Tiande Group Limited (the “**Company**”) dated 28 April 2015, by which the Company has convened an extraordinary general meeting (the “**EGM**”) to 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. and this supplemental notice shall be read together with the Notice of EGM.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN** that the EGM will be held as originally scheduled at such time and at such place as set out in the Notice of EGM for the purpose of considering, and if thought fit, passing with or without modification the following resolution as an ordinary resolution of the Company, in addition to the resolutions already set out in the Notice of EGM:

#### **ORDINARY RESOLUTION**

“4. To re-elect Mr. Tu Jianhua as an executive Director of the Company.”

By Order of the Board  
**Chiho-Tiande Group Limited**  
**Tu Jianhua**  
*Chairman*

Hong Kong, 29 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 EGM 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 needs 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 EGM, 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 (the "**Share Registrar**"), 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 EGM or any adjournment thereof (the "**Closing Time**").
- (4) Since the form of proxy (the "**First Form of Proxy**") sent together with the Notice of EGM does not contain the additional proposed resolution set out in this supplemental notice, a new form of proxy (the "**Second Form of Proxy**") has been prepared and is sent together with the Company's supplemental circular dated 29 April 2015 of which this supplemental notice forms part.
- (5) Whether or not you are able to attend the EGM, you are requested to complete and sign the enclosed Second Form of Proxy in accordance with the instructions printed thereon and return the same to the Share Registrar before the Closing Time (i.e. 48 hours before the time appointed for the holding of the EGM or any adjournment thereof).
- (6) A Shareholder who has not yet lodged the First Form of Proxy with the Share Registrar is requested to lodge the Second Form of Proxy if he/she wishes to appoint proxy(ies) to attend the EGM on his/her behalf. In this case, the First Form of Proxy should not be lodged with the Share Registrar.

- (7) A Shareholder who has already lodged the First Form of Proxy with the Share Registrar should note that:
- (a) **if no Second Form of Proxy is lodged with the Share Registrar, the First Form of Proxy will be treated as a valid form of proxy lodged by him/her if correctly completed.** The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution(s) properly put to the EGM other than those referred to in the Notice of EGM and the First Form of Proxy, including the resolution in relation to the re-election of Mr. Tu Jianhua as an executive director of the Company set out in this supplemental notice and the Second Form of Proxy.
  - (b) **if the Second Form of Proxy is lodged with the Share Registrar before the Closing Time, the Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. The Second Form of Proxy will be treated as a valid form of proxy lodged by the Shareholders if correctly completed.**
  - (c) **if the Second Form of Proxy is lodged with the Share Registrar after the Closing Time, the Second Form of Proxy will be invalid. However, it will revoke the First Form of Proxy previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Form of Proxy or the Second Form of Proxy) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Second Form of Proxy after the Closing Time.** If such Shareholders wish to vote at the EGM, they will have to attend in person and vote at the EGM themselves.
- (8) Shareholders are reminded that completion and delivery of the First Form of Proxy and/or the Second Form of Proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should they so wish. In such event, the instrument appointing a proxy shall be deemed revoked.
- (9) Shareholders are reminded to refer to other notes contained in the Notice of EGM.

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

*Executive Directors* : Tu Jianhua, Fang Ankong, Gu Liyong

*Independent Non-Executive Directors* : Loke Yu, Zhang Jingdong, Zhu Dajian