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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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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 2015 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 DIRECTORS,  
PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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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 Suite 1807, Two Pacific Place, 88 Queensway, Hong Kong on Wednesday, 15 June 2016 at 11:00 a.m. is set out on pages 15 to 19 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.

28 April 2016

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## DEFINITIONS

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*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 Suite 1807, Two Pacific Place, 88 Queensway, Hong Kong on Wednesday, 15 June 2016 at 11:00 a.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 4% coupon convertible bonds in the aggregate principal amount of HK\$380,200,000 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”	22 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited
“PRC”	The People’s Republic of China which, for the purpose of this circular, excludes Hong Kong, Macau Special Administrative Region and Taiwan
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no. 9 of the notice of the Annual General Meeting

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## DEFINITIONS

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“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 total number of issued shares 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 total number of issued shares 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
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	percent

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

Mr. Tu Jianhua (*Chairman*)  
Mr. Zhang Mingjie  
Mr. Zhang Jun (*Chief Executive Officer*)

*Independent Non-Executive Directors:*

Ms. Zhang Jingdong  
Dr. Loke Yu  
Mr. Zhu Dajian

*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

28 April 2016

*To the Shareholders,*

Dear Sir or Madam,

**RE-ELECTION OF 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 Wednesday, 15 June 2016 relating to, among other things, (i) re-election of the Directors at the Annual General Meeting; and (ii) the granting of general mandates to the Directors for the issue and repurchase of Shares.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF DIRECTORS

In accordance with Article 84(1) of the Articles of Association, Ms. Zhang Jingdong and Mr. Zhu Dajian shall retire at the Annual General Meeting by rotation and, being eligible, offer themselves for re-election.

During their respective period of appointment as an independent non-executive Director of the Company, Ms. Zhang Jingdong and Mr. Zhu Dajian have not engaged in any executive management of the Group and have demonstrated their ability to provide an independent view on the Company's matters. In addition, Ms. Zhang and Mr. Zhu have respectively declared their independence by submitting a written confirmation of independence to the Board pursuant to Rule 3.13 of the Listing Rules. The Board believes that Ms. Zhang and Mr. Zhu are independent of the Company and comply with the independence requirements of Rule 3.13 of the Listing Rules.

Mr. Zhang Mingjie and Mr. Zhang Jun were appointed as Executive Directors of the Company with effect from 22 August 2015 and 1 April 2016 respectively. Pursuant to Article 83(3) of the Articles of Association, Mr. Zhang Mingjie and Mr. Zhang Jun shall hold office until the next following general meeting of the Company, being the Annual General Meeting, and being eligible, offer themselves for re-election.

Biographical details of the above 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 21 May 2015, 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 total number of issued shares 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 1,619,738,291 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 323,947,658 Shares, being 20% of the total number of issued shares 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.

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## LETTER FROM THE BOARD

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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 21 May 2015, 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 total number of issued shares 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.

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,619,738,291 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 161,973,829 Shares, representing 10% of the total number of issued shares 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**

The 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](http://www.hkexnews.hk)) and the Company ([www.chiho-tiande.com](http://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.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors believe that the re-election of Mr. Zhang Mingjie, Mr. Zhang Jun, Ms. Zhang Jingdong and Mr. Zhu Dajian, 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**  
**Tu Jianhua**  
*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 total number of issued shares 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 1,619,738,291 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 161,973,829 Shares, representing 10% of the total number of issued shares 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 as a whole. 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 2015 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>
<b>2015</b>		
April	7.86	6.59
May	9.50	6.75
June	12.60	8.70
July	10.48	5.10
August	8.00	4.82
September	5.95	4.63
October	5.81	4.85
November	5.51	4.96
December	5.36	5.05
<b>2016</b>		
January	5.15	3.55
February	3.76	3.35
March	4.64	3.56
April (up to and including the Latest Practicable Date)	6.08	4.10

#### 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 and the Articles of Association of the Company, the laws of Hong Kong and the applicable laws of the Cayman Islands.

#### 6. CORE CONNECTED PERSON

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, their close 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 core 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.

As at the Latest Practicable Date, USUM Investment Group Hong Kong Limited ("USUMHK") hold 1,008,885,181 Shares, representing approximately 62.29% 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 percentage shareholding interest held by USUMHK in the Company will be increased from 62.29% to 69.21%. Such increase would not give rise to any obligation to make a mandatory general offer under Rule 26 of the Takeovers Code.

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.

Further to the events as stated in the Company's announcements dated 15 February 2016, 23 February 2016, 21 March 2016, 1 April 2016 and the disposal of part of Shares by Good Union Hong Kong Investment Limited, a substantial shareholder of the Company, on 15 April 2016 and 19 April 2016 respectively, as at the Latest Practicable Date, the core connected persons of the Company together held 1,244,814,663 Shares, representing approximately 76.85% of the issued share capital of the Company. Accordingly as at the Latest Practicable Date, approximately 23.15% of the issued share capital of the Company was held by the public and the minimum public float requirement of 25% under the Listing Rules was not satisfied. In the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, the percentage shareholding interest in the Company held by core connected persons of the Company will be increased to 85.39%, and therefore the shareholding of the Company held by the public shareholders will fall further below the minimum public shareholding requirement of 25% under the Listing Rules to 14.61%. The Directors have no intention to exercise the Repurchase Mandate to such an extent that would result in the number of Shares being held by the public falling below the prescribed minimum percentage under the Listing Rules.

## 8. SHARES REPURCHASE MADE BY THE COMPANY

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) during six months immediately preceding the Latest Practicable Date.

**RE-ELECTION OF DIRECTORS**

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

**Mr. Zhang Mingjie**

Mr. Zhang Mingjie (張明杰), aged 41, is an Executive Director. He was appointed as an Executive Director on 22 August 2015. Mr. Zhang serves as a member of the Executive Committee and Strategy and Investment Committee of the Company. Mr. Zhang has been the executive director and president of Beijing Suncorps Financing Investment Fund Management Co., Ltd.\* (北京中睿融創投資基金管理有限公司) since December 2012. Mr. Zhang served as assistant to the chairman of Sincere Land Holdings Co., Ltd.\* (協信地產控股有限公司) in the period from January 2012 to November 2012 and served as financial general manager of Sincere Land Holdings Co., Ltd.\* (協信地產控股有限公司) in the period from May 2011 to December 2011. From July 2001 to May 2012, he was a partner of Zhonghao Law Firm. Mr. Zhang is specialised in merger and reorganization of capital markets.

Mr. Zhang obtained a bachelor's degree from Southwest University of Political Science and Law in Chongqing, the PRC and a master's degree from Macquarie University in Australia.

Mr. Zhang is a director of Good Union Hong Kong Investment Limited and Tai Security Holding Limited, both of which are substantial shareholders of the Company.

Mr. Zhang entered into a service contract with the Company on 22 August 2015 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. Zhang received emoluments in a total sum of HK\$216,129 for the year ended 31 December 2015. He is also entitled to discretionary bonus, provided that the total amount of bonus together with the total salary and benefits to be paid to all Executive Directors in each year ending 31 December shall not exceed 5% of the audited consolidated net profit after taxation but before extraordinary items of the Group for the relevant financial year (and before deduction of such discretionary bonus, salary and fringe benefits). 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. Zhang is deemed to be interested in 207,197,990 Shares held by his controlled corporations. 97,000,000 Shares are held by Good Union Hong Kong Investment Limited as beneficial owner and 110,197,990 Shares are held by Tai Security Holding Limited as beneficial owner, both being companies that are wholly-owned by Mr. Zhang.

Save as disclosed above, Mr. Zhang (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. Zhang 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.

### **Mr. Zhang Jun**

Mr. Zhang Jun (張軍), aged 49, is the Chief Executive Officer of the Company (“CEO”) and an Executive Director. Mr. Zhang was appointed as CEO and an Executive Director on 1 April 2016. Mr. Zhang serves as a member of the Executive Committee and Strategy and Investment Committee of the Company. Mr. Zhang was the secretary of Party Working Committee and deputy director of the raw materials department of Chongqing Iron & Steel Company Limited (stock code: 1053) from July 2014 to March 2016, and was responsible for managing the procurement of certain raw materials. From January 2013 to July 2014, Mr. Zhang was the factory director of a steelworks factory of Chongqing Iron & Steel Company Limited, and was responsible for the preparation, construction, installation, debugging, production and operations of the factory. From February 2009 to January 2013, Mr. Zhang was the general manager and director of Chongqing Tung Wah Special Steel Co., Ltd.\* (重慶東華特殊鋼有限責任公司) and was responsible for overall administrative work, with a focus on marketing and finance. From January 2004 to February 2009, Mr. Zhang was the deputy general manager and director of Chongqing Tung Wah Special Steel Co., Ltd.\* (重慶東華特殊鋼有限責任公司), and was responsible for production technology and supply related matters. From July 2003 to January 2004, Mr. Zhang was an assistant to general manager and director of the production department of Chongqing Special Steel Group Company\* (重慶特殊鋼集團公司). From August 1999 to July 2003, he was the factory director of two steelworks factories of Chongqing Special Steel Group Company\* (重慶特殊鋼集團公司). Mr. Zhang possess indepth knowledge to the metal industry and he has over 10 years of experience in managerial roles in this industry.

Mr. Zhang graduated from Chongqing University with a bachelor degree in iron and steel metallurgy in July 1990. He further obtained a certificate as a qualified senior engineer (professional in iron and steel metallurgy) in 2001. In 2011, Mr. Zhang completed an advanced business management course at Tsinghua University School of Economics and Management.

The Company entered into a service contract with Mr. Zhang for his appointment as CEO and an appointment letter with Mr. Zhang for his appointment as an Executive Director, which commence from 1 April 2016. Mr. Zhang is entitled to receive an annual salary of HK\$1,800,000 and fringe benefits of HK\$360,000 under his service contract as CEO, but he is not entitled to any emoluments under his appointment letter as Executive Director. He is also entitled to discretionary bonus under his service contract as CEO,

provided that the total amount of bonus together with the total salary and benefits to be paid to all Executive Directors and CEO in each year ending 31 December shall not exceed 5% of the audited consolidated net profit after taxation but before extraordinary items of the Group for the relevant financial year (and before deduction of such discretionary bonus, salary and fringe benefits). Mr. Zhang's overall remuneration package was 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 of his position as CEO.

Mr. Zhang is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association and the Listing Rules. In the event that Mr. Zhang ceases to be CEO, Mr. Zhang shall immediately resign as Executive Director and the Company may immediately terminate his appointment as Executive Director by providing written notice.

Save as disclosed above, Mr. Zhang (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. Zhang 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.

### **Ms. Zhang Jingdong**

Ms. Zhang Jingdong (章敬東), aged 70, is an Independent Non-Executive Director. She joined the Group on 23 June 2010. Ms. Zhang is also a member of the Audit Committee, Remuneration Committee and Nomination Committee of the Company. She was the vice-secretary-general of Financial Trust Association of Zhejiang Province (浙江省金融信託業協會) before joining our Group and she served as chief, general manager and independent director and held various positions in various Chinese banking and corporate finance sectors including the People's Bank of China Heilongjiang Branch (中國人民銀行黑龍江省分行), the People's Bank of China Zhejiang Branch (中國人民銀行浙江省分行), Financial Intermediation Centre of Zhejiang Province (浙江省資金融通中心), and office of Hangzhou Financial Supervision of People's Bank of China Shanghai Branch (中國人民銀行上海分行杭州金融監管辦公室).

Ms. Zhang holds a master's degree in Economic Management (經濟管理) from the Academy of Social Sciences of Hei Longjiang (黑龍江省社會科學院).

Ms. Zhang entered into a service contract with the Company on 24 June 2013 for a term of 3 years. She 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. She received emoluments (in the form of director's fee) of a total sum of HK\$150,000 for

the year ended 31 December 2015. Her emoluments were determined by the Board based on the recommendations of the Remuneration Committee and the Nomination Committee of the Company, with reference to her duties and responsibilities with the Company and the market rate for her position.

Save as disclosed above, Ms. Zhang (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, Ms. Zhang 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 her re-election as a Director.

### **Mr. Zhu Dajian**

Mr. Zhu Dajian (諸大建), aged 61, is an Independent Non-Executive Director. He joined the Group on 17 December 2014. Mr. Zhu serves as the Chairman of the Remuneration Committee and a member of the Audit Committee and Nomination Committee of the Company. He is a distinguished professor of the School of Economics & Management, a director of the Institute of Governance for Sustainable Development (可持續發展與管理研究所), the head of the Department of Public Management and Policy (公共管理系), and the vice chairman of the Tongji University Academic Committee (同濟大學學術委員會), at Tongji University in Shanghai (上海同濟大學), the People's Republic of China. He was awarded the special allowance by the China's State Council in 2000. He was also a senior research scholar at Harvard University in 2005 and a senior visiting fellow at Melbourne University in Australia from 1994 to 1995. Moreover, he is appointed as a member of The State Foundation for Social Sciences, a member of the Social Science Commission under the Chinese Education Ministry, a member of the Experts Commission on Sustainable Development & Resource and Environment (可持續發展及資源及環境之專家委員會) under the Chinese Construction Ministry, and a special policy advisor (決策諮詢特聘專家) for the Shanghai Municipal Government. He is also a member of the International Expert Committee of Enel Foundation in Italy, the Ellen MacArthur Foundation in the United Kingdom and Firmenich in Switzerland, respectively. Mr. Zhu was appointed as an independent non-executive director of China Taiping Insurance Holdings Company Limited on 21 August 2014, a company listed on the Stock Exchange (Stock code: 966).

Mr. Zhu entered into a service contract with the Company on 17 December 2014 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. He received emoluments (in the form of director's fee) of a total sum of HK\$150,000 for the year ended 31 December 2015. 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.



Save as disclosed above, Mr. Zhu (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. Zhu 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.

\* *for identification purpose only*



**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 Suite 1807, Two Pacific Place, 88 Queensway, Hong Kong on Wednesday, 15 June 2016 at 11:00 a.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 2015.
2. To re-elect Mr. Zhang Mingjie as Executive Director of the Company.
3. To re-elect Mr. Zhang Jun as Executive Director of the Company.
4. To re-elect Ms. Zhang Jingdong as Independent Non-Executive Director of the Company.
5. To re-elect Mr. Zhu Dajian as Independent Non-Executive Director of the Company.
6. To authorize the Board of Directors of the Company (the “**Board**”) 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 (the “**Listing Rules**”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”), 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 (the “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 total number 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 total number of shares of the Company in issue as at the date of the passing of this Resolution provided that if any subsequent consolidation or subdivision of share of the Company is affected, the maximum number of shares that may be issued pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; 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 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;
- (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 total number of the Shares to be repurchased pursuant to the approval in paragraph (a) of this Resolution shall not exceed 10% of the total number of shares of the Company in issue as at the date of the passing of this Resolution provided that if any subsequent consolidation or subdivision of shares of the Company is affected, the maximum number of shares that may be repurchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued shares immediately before and after such consolidation or subdivision shall be the same and such maximum number of shares shall be adjusted accordingly; 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 total number of shares 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 total number of shares of the Company at the date of passing of the said Resolution.”

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

Hong Kong, 28 April 2016

*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 of the Company will be closed from Monday, 13 June 2016 to Wednesday, 15 June 2016, 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 (the “**Shareholder**”) 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 Friday, 10 June 2016.
- (5) Shareholders are advised to read the circular to the Shareholders dated 28 April 2016 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 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.
- (7) If Typhoon Signal No. 8 or above remains hoisted or a Black Rainstorm Warning Signal is in force at or at any time after 8:00 a.m. on the date of the Annual General Meeting, the Annual General Meeting will be postponed or adjourned. The Company will post an announcement on the Company’s website at [www.chiho-tiande.com](http://www.chiho-tiande.com) and the HKExnews website at [www.hkexnews.hk](http://www.hkexnews.hk) to notify shareholders of the date, time and place of the rescheduled meeting.

The meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather condition bearing in mind their own situations.