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CHHO-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 “EGM”) of Chiho-Tiande Group Limited (the “Company”) will be held at Suite 1807, Two Pacific Place, 88 Queensway, Hong Kong on Thursday, 15 December 2016 at 10:00 a.m. or any adjournment thereof of for the purpose of considering, and if thought fit, passing with or without modification the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the proposed acquisition (the “**Proposed Acquisition**”) of the entire share capital of Scholz Holding GmbH (“**Scholz Holding**”), the share purchase agreement dated 30 August 2016 (the “**Share Purchase Agreement**”, a copy of which has been produced to this Meeting marked “A” and initialed by the chairman of this meeting for the purpose of identification), entered into among Chiho Renewable Development Limited (“**CRDL**”), Oliver Scholz (“**Mr. O. Scholz**”), Berndt-Ulrich Scholz (“**Mr. B-U. Scholz**”), Scholz Beteiligungsgesellschaft mbH (“**Scholz Beteiligungsgesellschaft**”) and TBD Vermögensverwaltungs GmbH (“**TBD**”), pursuant to which CRDL (as purchaser) has conditionally agreed to purchase, and Mr. O. Scholz, Mr. B-U. Scholz and Scholz Beteiligungsgesellschaft have conditionally agreed to sell, the entire share capital in Scholz Holding for a cash consideration of EUR1.00 (equivalent to approximately HK\$8.90) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

- (b) any one director of the Company be and is hereby authorised to do all such further acts and things and to sign and execute all such documents and to take all such steps which is of an administrative nature and ancillary to implementation of the Share Purchase Agreement and the transactions contemplated thereunder.”

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

Hong Kong, 22 November 2016

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman KY1-1111

Head Office and 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 of the Company (the “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 Tuesday, 13 December 2016 to Thursday, 15 December 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 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 Monday, 12 December 2016.
- (5) Shareholders are advised to read the circular to the shareholders of the Company dated 22 November 2016 which contains information concerning the resolutions to be proposed in this notice.
- (6) According to Rule 13.39(4) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, 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: Tu Jianhua, Qin Yongming, Liu Huaiyu

Independent Non-executive Directors: Loke Yu, Zhu Dajian, Qian Liping