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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 2016 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, PROPOSED CHANGE OF COMPANY NAME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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 23/F., Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on 24 May 2017, Wednesday at 10:00 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 (i.e. not later than 10:00 a.m. on 22 May 2017, Monday) 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.

References to time and dates in this circular are to Hong Kong time and dates.

21 April 2017

# CONTENTS

	<i>Page</i>
<b>Definitions</b> .....	1
<b>Letter from the Board</b>	
Introduction .....	3
Re-election of Directors .....	4
General Mandate to Issue Shares .....	4
General Mandate to Repurchase Shares .....	5
Proposed Change of Company Name .....	5
Annual General Meeting .....	6
Voting by way of poll .....	7
Responsibility Statement .....	7
Recommendation .....	7
<b>Appendix I — Explanatory statement</b> .....	8
<b>Appendix II — Details of Directors proposed to be re-elected                   at the Annual General Meeting</b> .....	11
<b>Appendix III — Notice of Annual General Meeting</b> .....	15

## DEFINITIONS

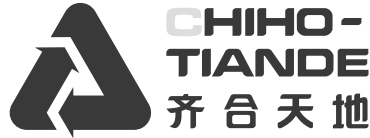
*In this circular, the following expressions have the following meanings unless the context requires otherwise:*

“Annual General Meeting”	the annual general meeting of the Company to be held at 23/F., Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on 24 May 2017, Wednesday at 10:00 a.m.
“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“Board”	the board of Directors
“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
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	19 April 2017, 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 of the People’s Republic of China and Taiwan
“Proposed Change of Company Name”	the proposed change of the English name of the Company from “Chiho-Tiande Group Limited” to “Chiho Environmental Group Limited” and proposed change of the dual foreign name in Chinese of the Company from “齊合天地集團有限公司” to “齊合環保集團有限公司”

## DEFINITIONS

“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
“Repurchase Resolution”	the proposed ordinary resolution as referred to in resolution no. 9 of the notice of the Annual General Meeting
“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 of the notice of the Annual General Meeting, 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
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers and Share Buy-backs
“%”	percent

LETTER FROM THE BOARD



**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. Qin Yongming (*Chief Executive Officer*)  
Mr. Zhu Patrick Xiangdong

*Independent Non-Executive Directors:*

Dr. Loke Yu  
Mr. Zhu Dajian  
Ms. Qian Liping

*Registered Office:*

Conyers Trust Company (Cayman) Limited  
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

21 April 2017

*To the Shareholders,*

Dear Sir or Madam,

**RE-ELECTION OF DIRECTORS,  
PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND  
TO REPURCHASE SHARES, PROPOSED CHANGE OF COMPANY NAME  
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 24 May 2017, Wednesday relating to, among other things, (i) re-election of the Directors; (ii) the granting of general mandates to the Directors for the issue and repurchase of Shares; and (iii) the Proposed Change of Company Name.

## LETTER FROM THE BOARD

### RE-ELECTION OF DIRECTORS

In accordance with Article 84(1) of the Articles of Association, Dr. Loke Yu shall retire at the Annual General Meeting by rotation and, being eligible, offer himself for re-election.

During the period of appointment as an independent non-executive Director of the Company, Dr. Loke Yu has not engaged in any executive management of the Group and has demonstrated his ability to provide an independent view on the Company's matters. In addition, Dr. Loke Yu has declared his independence by submitting a written confirmation of independence to the Board pursuant to Rule 3.13 of the Listing Rules. The Board believes that Dr. Loke Yu is independent of the Company and comply with the independence requirements of Rule 3.13 of the Listing Rules.

Mr. Qin Yongming and Mr. Zhu Patrick Xiangdong were appointed as executive Directors of the Company with effect from 30 June 2016 and 7 April 2017, respectively. Ms. Qian Liping was appointed as an independent non-executive Director with effect from 24 October 2016. Pursuant to Article 83(3) of the Articles of Association, Mr. Qin Yongming, Mr. Zhu Patrick Xiangdong and Ms. Qian Liping 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 who are standing 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 15 June 2016, 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 total number of issued shares of the Company was 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 at the Annual General Meeting.

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.

## **LETTER FROM THE BOARD**

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 15 June 2016, 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 total number of issued shares of the Company was 1,619,738,291 Shares. Assuming that there is no change in the issued shares of the Company 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 at the Annual General Meeting.

An explanatory statement required by the Listing Rules to be sent to the Shareholders to provide the requisite information of the Repurchase Mandate reasonably necessary for the Shareholders to make an informed decision on whether to vote for or against the Repurchase Resolution is set out in Appendix I to this circular.

### **PROPOSED CHANGE OF COMPANY NAME**

The Board announced on 3 April 2017 and 10 April 2017 that it would put forward a proposal to the Shareholders at the Annual General Meeting regarding the proposed change of the English name of the Company from “Chiho-Tiande Group Limited” to “Chiho Environmental Group Limited” and proposed change of the dual foreign name in Chinese of the Company from “齊合天地集團有限公司” to “齊合環保集團有限公司”, subject to the conditions set out below.

#### **Conditions for the Proposed Change of Company Name**

The Proposed Change of Company Name is subject to the following conditions having been satisfied:

1. the passing of a special resolution by the Shareholders at the Annual General Meeting approving the Proposed Change of Company Name; and
2. the Registrar of Companies in the Cayman Islands approving the Proposed Change of Company Name.

## **LETTER FROM THE BOARD**

Subject to the satisfaction of the conditions set out above, the Proposed Change of Company Name will take effect from the date on which the certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands. Thereafter, the Company will carry out all necessary filing procedures with the Companies Registry in Hong Kong.

### **Reasons for the Proposed Change of Company Name**

The Board considers that the Proposed Change of Company Name will better reflect the Company's strategic business plan and its direction of future development. The Board believes that the proposed new name can provide the Company with a more appropriate corporate image and identity which will benefit the Company's future business development and is in the best interests of the Company and the Shareholders as a whole.

### **Effects of the Proposed Change of Company Name**

The Proposed Change of Company Name will not affect any of the rights of the existing Shareholders or the Company's daily business operations or its financial position. All existing share certificates of the Company in issue bearing the current name of the Company will, after the Proposed Change of Company Name becoming effective, continue to be evidence of title to such Shares and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates printed in the new name of the Company. Upon the Proposed Change of Company Name becoming effective, all new share certificates will only be issued in the new name of the Company. In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the securities on the Stock Exchange will also be changed after the Proposed Change of Company Name becoming effective. Further announcement(s) will be made by the Company in relation to the effective date of the Proposed Change of Company Name and the new English and Chinese stock short names.

### **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 (i.e. not later than 10:00 a.m. on 22 May 2017, Monday) 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.



## LETTER FROM THE BOARD

### 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 except where the chairman, in good faith, decides to allow a resolution relating purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

### RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable enquiries that, to the best of their knowledge and belief, there are no other facts, the omission of which would make any statement in this circular misleading.

### RECOMMENDATION

The Directors consider that the re-election of Dr. Loke Yu, Mr. Qin Yongming, Mr. Zhu Patrick Xiangdong and Ms. Qian Liping, the granting of the Share Issue Mandate and the Repurchase Mandate, the extension of Share Issue Mandate and the Proposed Change of Company Name 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 required by the Listing Rules to be sent to the Shareholders, 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 total number of issued shares 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 at the Annual General Meeting.

### **2. REASONS FOR REPURCHASE**

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 2016 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 prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve months up to and including the Latest Practicable Date:

<b>Month</b>	<b>Shares Traded Price</b>	
	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2016</b>		
April	6.08	4.10
May	6.20	5.05
June	6.00	4.80
July	5.81	5.06
August	5.78	5.00
September	5.95	5.49
October	6.13	5.22
November	5.94	5.52
December	5.74	5.01
<b>2017</b>		
January	5.37	4.70
February	5.39	4.98
March	5.24	4.44
April (up to and including the Latest Practicable Date)	5.27	3.69

#### 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, and the applicable laws of the Cayman Islands.

#### 6. DIRECTORS, THEIR CLOSE ASSOCIATES AND CORE CONNECTED PERSONS

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

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.

The Directors will not make a repurchase of Shares if the result of the repurchase would be that less than 25% of the issued ordinary share capital of the Company would be in public hands.

## 8. SHARES REPURCHASE MADE BY THE COMPANY

The Company repurchased a total of 8,970,000 Shares on the Stock Exchange at a total consideration of HK\$42,170,707.20 in April 2017 (up to the Latest Practicable Date). All the repurchased shares have not yet been cancelled as at the Latest Practicable Date. Particulars of the repurchases are as follows:

Date of repurchase	Number of ordinary shares repurchased	Repurchasing price for each share		Total consideration paid HK\$
		Highest HK\$	Lowest HK\$	
12 April 2017	2,830,000	4.53	3.91	11,876,480.80
13 April 2017	1,384,000	4.80	4.30	6,395,500.20
18 April 2017	846,000	5.10	4.75	4,134,802.60
19 April 2017	<u>3,910,000</u>	5.27	4.82	<u>19,763,923.60</u>
Total:	<u>8,970,000</u>			<u>42,170,707.20</u>

Save as disclosed above, 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 particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, none of the following Directors holds any position with the Company or any other members of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management, substantial shareholders (as defined in the Listing Rules) or controlling shareholders (as defined in the Listing Rules).

Save as disclosed herein, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rule 13.51(2)(h) to (v) of the Listing Rules.

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

**Mr. Qin Yongming**

Mr. Qin Yongming (秦永明) (“**Mr. Qin**”), aged 53, was appointed as an executive Director on 30 June 2016. Mr. Qin joined the Group on 1 June 2016 as the executive vice president of the Company (“**EVP**”) and was re-designated to chief executive officer of the Company (“**CEO**”) on 24 October 2016. From 2004 to 2016, Mr. Qin worked with the LafargeHolcim group and his last position with the LafargeHolcim group was the purchasing director of the China region, with a particular focus on raw materials and cementitious materials. Mr. Qin served as the head of the purchasing department of Tianjin Henkel Detergent Co. Ltd.\* (天津漢高洗滌劑有限公司) from 1996 to 1999 and the finance director of Tianjin Philips Sy Catering and Entertainment Co., Ltd.\* (天津大施餐飲娛樂有限公司) from 1994 to 1996. Mr. Qin has extensive experience in corporate operation management, process and budget control, strategic materials procurement and supplier management.

Mr. Qin holds a bachelor degree of Finance and Accounting from Renmin University of China and a Master of Business Administration from the University of Southampton.

The Company has entered into a new service contract with Mr. Qin for his appointment as CEO (which supercedes his previous service contract with the Company as EVP), according to which he is entitled to an annual salary of HK\$1,800,000 and fringe benefits of HK\$360,000. Mr. Qin 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, the CEO and the EVP 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 benefits). Mr. Qin's overall remuneration package was determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate of his position as CEO.

The Company also entered into a new appointment letter (the "**Appointment Letter**") with Mr. Qin for his appointment as an executive Director, which has commenced from 24 October 2016. Mr. Qin is subject to retirement by rotation and 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. Qin ceases to be CEO, Mr. Qin shall immediately resign as an executive Director and the Company may immediately terminate his appointment as an executive Director by providing written notice.

### **Mr. Zhu Patrick Xiangdong**

Mr. Zhu Patrick Xiangdong (朱向東) ("**Mr. Zhu**"), aged 50, was appointed as an executive Director on 7 April 2017. Mr. Zhu joined the Group on 1 June 2015 and is currently the vice president and chief operation officer of the Group and Chairman of Pricing Committee of Company. Mr. Zhu also serves as a director of other subsidiaries of the Group.

Mr. Zhu has over 28 years of extensive experience in international trading such as renewable resources and commodities. Before joining the Company, he was manager of Hong Kong Gang Ao International (Holdings) Company Limited, general manager of Ningbo Tianshun Metal Processing Co., Ltd., and general manager of Ningbo Three Sources Trade Development Co., Ltd.

Mr. Zhu graduated from University of International Business and Economics in Beijing in 1989, and obtained a Bachelor's degree in Economics, majoring in International Trade. He also graduated from The University of Auckland in New Zealand and Institute of Studies in St Helens New Zealand, and obtained Master of Commerce in May 2001 and Master of Business Administration in August 2001 respectively.

Mr. Zhu entered into a Appointment letter with the Company in relation to his appointment as an executive Director. Pursuant to the Appointment Letter, the annual salary for Mr. Zhu as an executive Director, vice president and chief operation officer of the Group is HK\$1,500,000 and his initial current term of office is for a period of three years commencing from 7 April 2017 unless terminated by either party giving to the other not less than two months' prior notice in writing. He is also entitled to a discretionary bonus. Mr. Zhu's overall remuneration package was determined by the Board based on the recommendations of the nomination committee and the remuneration committee of the Company, with reference to his duties and responsibilities with the Company and the market rate of his position. There is no additional remuneration for his services as an executive Director. Mr. Zhu is subject to retirement by rotation and election at the next forthcoming annual general meeting in accordance with the Articles of Association and the Listing Rules.

As at the Latest Practicable Date, Mr. Zhu was holding an aggregate of 330,000 Shares, representing 0.02% of the issued share capital of the Company.

**Ms. Qian Liping**

Ms. Qian Liping (錢麗萍) (“**Ms. Qian**”), aged 39, was appointed as an independent non-executive Director on 24 October 2016. Mr. Qian is currently an professor at the School of Economics and Business Administration in Chongqing University and a managing director of Marketing Committee of the Chinese Research Council of Modern Management. She was also a visiting scholar of the Chinese University of Hong Kong from 2010 to 2011. Ms. Qian has been appointed as an external review expert of several journals, including “Management World”, “Journal of Marketing Science” and “Nankai Business Review”, and was awarded “2015 Annual Excellent Review Expert” by “Journal of Marketing Science”. She has more than 16 years of research experience in B2B Marketing and Marketing Channel Management and has intimate knowledge of the marketing environment and management mechanism in mainland China.

Ms. Qian holds a doctoral degree in Management from the School of Management of Xi’an Jiaotong University.

Ms. Qian has confirmed that she meets the independence criteria as set out in Rule 3.13 of the Listing Rules.

The Company has entered into a service contract with Ms. Qian for her appointment as an independent non-executive Director, commencing from 24 October 2016 for a fixed term of 3 years. Under such service contract, she is entitled to a director’s fee of HK\$250,000 per annum (subject to annual review by the Board and the remuneration committee of the Company), which was determined by the Board based on the recommendations of the remuneration committee of the Company, with reference to her duties and responsibilities with the Company and the market rate for her position as an independent non-executive Director. She is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association.

**Dr. Loke Yu**

Dr. Loke Yu (alias Loke Hoi Lam) (陸海林) (“**Dr. Loke**”), aged 67, was appointed as an independent non-executive Director on 23 June 2010. Dr. Loke serves as the chairman of the audit committee of the Company and a member of the remuneration committee and the nomination committee of the Company. Dr. Loke has over 41 years of experience in accounting and auditing for private and public companies, financial consultancy and corporate management. He holds a Master of Business Administration degree from Universiti Teknologi Malaysia and a Doctor of Business Administration degree from University of South Australia. He is a Fellow of The Institute of Chartered Accountants in England and Wales, Hong Kong Institute of Certified Public Accountants, The Hong Kong Institute of Directors and The Hong Kong Institute of Chartered Secretaries.

Dr. Loke is currently the company secretary of Minth Group Limited and serves as an independent non-executive director of the following companies whose shares are listed on the Stock Exchange: V1 Group Limited (Stock Code: 82), Matrix Holdings Limited (Stock Code: 1005), China Beidahuang Industry Group Holdings Limited (Stock Code: 39), China Fire



Safety Enterprise Group Limited (Stock Code: 445), Winfair Investment Company Limited (Stock Code: 287), SCUD Group Limited (Stock Code: 1399), Zhong An Real Estate Limited (Stock Code: 672), Tianjin Development Holdings Limited (Stock Code: 882), China Household Holdings Limited (Stock Code: 692), Tianhe Chemicals Group Limited (Stock Code: 1619), Lamtex Holdings Limited (Stock Code: 1041), Forebase International Holdings limited (Stock Code: 2310) and Hang Sang (Siu Po) International Holdings Company Limited (Stock Code: 3626). He was an independent non-executive director of Mega Medical Technology Limited (Stock Code: 876) from June 2014 to January 2017.

Dr. Loke has confirmed that he meets the independence criteria as set out in Rule 3.13 of the Listing Rule.

Dr. Loke entered into a service contract with the Company on 24 June 2016 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. For the year ended 31 December 2016, Dr. Loke received emoluments (in the form of director's fee) in a total sum of HK\$250,000. 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.



**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 23/F., Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong on Wednesday, 24 May 2017 at 10:00 a.m. for the following purposes:

**ORDINARY RESOLUTIONS**

1. To review and approve the audited consolidated financial statements, the report of the directors of the Company (the “**Directors**”) and the report of the independent auditor of the Company for the year ended 31 December 2016.
2. To re-elect Mr. Qin Yongming as an executive Director of the Company.
3. To re-elect Mr. Zhu Patrick Xiangdong as an executive Director of the Company.
4. To re-elect Ms. Qian Liping as an independent non-executive Director of the Company.
5. To re-elect Dr. Loke Yu as an independent non-executive Director of the Company.
6. To authorise the board of Directors (the “**Board**”) to fix the Directors’ remuneration.
7. To re-appoint PricewaterhouseCoopers 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.”

#### **SPECIAL RESOLUTION**

11. To consider and, if thought fit, pass with or without amendments the following Resolution as a special resolution of the Company:

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “Chiho-Tiande Group Limited” to “Chiho Environmental Group Limited” and the dual foreign name in Chinese of the Company be changed from “齊合天地集團有限公司” to “齊合環保集團有限公司”, and the Directors be and are hereby authorised to do all such acts, deeds and things and execute all documents they consider necessary or expedient to give effect to the aforesaid change of name of the Company.”

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

Hong Kong, 21 April 2017

*Registered Office:*

Conyers Trust Company (Cayman) Limited  
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 (i.e. not later than 10:00 a.m. on 22 May 2017, Monday) or any adjournment thereof.
- (4) The Register of Members of the Company will be closed from Friday, 19 May 2017 to Wednesday, 24 May 2017, 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 "Shareholders") 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 Thursday, 18 May 2017.
- (5) Shareholders are advised to read the circular to the Shareholders dated 21 April 2017 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 except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be vote on by a show of hands. 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.

- (8) References to time and dates in this circular are to Hong Kong time and dates.