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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)

CLARIFICATION ANNOUNCEMENT

Reference is made to the announcement of Chiho-Tiande Group Limited (the “**Company**”) dated 15 April 2011 in relation to the placing of an aggregate of 60,000,000 existing Shares and the subscription of 60,000,000 new Shares by the Vendors (the “**Announcement**”). Unless otherwise specified, capitalised terms used in this announcement shall have the same meaning as those defined in the Announcement.

Subsequent to the publication of the Announcement, the Company was informed by the Executive that the Vendors and Green Elite were presumed to be acting in concert with each other under the Takeovers Code (the “**Presumption**”). Therefore, immediately after completion of the Placing, the aggregate voting rights of the Company held by the Vendors and Green Elite will be reduced by 6%, from 75% to 69%, and following the completion of the Subscription, the aggregate voting rights of the Company held by the Vendors and Green Elite will be increased by approximately 1.75%, from 69% to approximately 70.75%. The Subscription will thus not trigger the obligations of the Vendors and Green Elite to make a mandatory general offer under Rule 26 of the Takeovers Code.

The Company has further been informed by HWH, one of the Vendors and a Controlling Shareholder, that (a) the Vendors and Green Elite and their respective ultimate beneficial owners do not have any agreement (whether in writing or otherwise) or understanding (whether formal or informal) relating to the “control” (as defined in the Takeovers Code) of the Company through the acquisition by any of them of voting rights of the Company; and (b) the Vendors and their respective ultimate beneficial owners have no arrangement or understanding in place (and do not currently intend to have any arrangement or understanding in place) on how the Vendors and/or Green Elite should vote in relation to matters put to the Shareholders.

Reference is also made to the circular (the “**Circular**”) of the Company dated 14 April 2011 relating to, among other things, a proposal for granting to the Directors a general mandate (the “**Repurchase Mandate**”) to exercise the power of the Company to repurchase up to 10% of the issued share capital of the Company as at the date of passing of the relevant resolution (the “**Repurchase Resolution**”) at the annual general meeting (the “**Annual General Meeting**”) of the Company to be held on 19 May 2011.

It was stated in Appendix I (Explanatory Statement) to the Circular that in the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, HWH and Delco could be required under Rule 26 of the Takeovers Code to make a mandatory general offer by reason of an increase in the percentage voting rights of the Company held by HWH and Delco. This statement was made without taking the Presumption into account.

Taking the Presumption into account and assuming that the Subscription is completed 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 a maximum of 106,000,000 Shares. In the event that the Directors exercised in full the power to repurchase Shares under the Repurchase Mandate, the aggregate percentage voting rights of the Company held by the Vendors and Green Elite would be increased by approximately 7.87%, from approximately 70.75% to approximately 78.62%. Therefore, 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 use their best endeavours to ensure that the Repurchase Mandate will not be exercised to the extent that the number of Shares held by the public would be reduced to less than 25% of the issued share capital of the Company from time to time.

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

Hong Kong, 19 April, 2011

As at the date of this announcement, the Board comprises:

<i>Executive Directors:</i>	Fang Ankong, Stephanus Maria van Ooijen, Gu Liyong
<i>Non-executive Director:</i>	Ralph Sytze Ybema
<i>Independent non-executive Directors:</i>	Loke Yu, Li Xikui, Zhang Jingdong