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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)**

### **GRANT OF SHARE OPTIONS**

On 3 May 2011, the Company granted Share Options to the Grantees to subscribe for an aggregate of 31,495,000 Shares.

As the total number of Shares to be issued upon exercise of the share options granted under the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme to each of Mr. Fang and Mr. van Ooijen will represent in aggregate over 0.1% of the Shares in issue and having an aggregate value in excess of HK\$5 million, based on the closing price of the Shares of HK\$6.2 on the Date of Grant, the grant of Share Options to each of Mr. Fang and Mr. van Ooijen must be approved by the Shareholders at a general meeting at which all connected persons of the Company shall abstain from voting.

In addition, as the total number of Shares to be issued upon exercise of the share options granted under the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme to Mr. Fang represents in aggregate over 1% of the Shares in issue, the grant of Share Options to Mr. Fang must be approved by Shareholders in general meeting with Mr. Fang and his associates abstaining from voting.

The Company will convene the EGM at which resolutions will be proposed for the approval of the grant of Share Options to each of Mr. Fang and Mr. van Ooijen. The Company will also send a circular to the Shareholders as soon as practicable setting out further information in relation to the grant of Share Options to each of Mr. Fang and Mr. van Ooijen as required under the Listing Rules together with the notice of the EGM.

This announcement is made pursuant to Rule 17.06A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The board (the “**Board**”) of the directors (the “**Directors**”) of Chiho-Tiande Group Limited (the “**Company**”) announces that on 3 May 2011, the Company resolved to grant share options (the “**Share Options**”) under the Company’s share option scheme (the “**Post-IPO Share Option Scheme**”) adopted by the shareholders (the “**Shareholders**”) of the Company on 23 June 2010 to certain Directors, chief executives, substantial shareholders (as defined in the Listing Rules) and employees of the Company (collectively, the “**Grantees**”) to subscribe for an aggregate of 31,495,000 shares of HK\$0.01 each (the “**Shares**”) in the capital of the Company, subject to acceptance of the Grantees.

Details of the Share Options granted are as follows:–

Date of Grant (the “ <b>Date of Grant</b> ”)	:	3 May 2011
Exercise price of Share Options	:	HK\$6.388 per Share, which represents the highest of (i) the closing price of HK\$6.2 per Share as stated in the daily quotations sheet of the Stock Exchange on 3 May 2011, being the Date of Grant; (ii) the average closing price of HK\$6.388 per Share as stated in the daily quotations sheets of the Stock Exchange for the five trading days immediately preceding the Date of Grant; and (iii) the nominal value of the Share, being HK\$0.01.
Number of Share Options granted	:	31,495,000 Share Options to subscribe for an aggregate of 31,495,000 Shares
Closing price of the Shares on the Date of Grant	:	HK\$6.2 per Share
Validity period of the Share Options	:	The option period (the “ <b>Option Period</b> ”) of the Share Options shall be four years from the Date of Grant subject to certain vesting conditions and the Share Options shall lapse at the expiry of the Option Period.

Among the Share Options granted above, Share Options to subscribe for an aggregate of 18,975,000 Shares were granted to the Directors, chief executives and substantial shareholders of the Company and their respective associates (as defined in Rule 1.01 of the Listing Rules) as follows:–

<b>Name of Grantee</b>	<b>Relationship with the Company</b>	<b>Number of Shares to be issued upon the exercise of the Share Options granted</b>
Fang Ankong (“ <b>Mr. Fang</b> ”)	Executive Director and a controlling shareholder (as defined in the Listing Rules) of the Company	16,500,000
Stephanus Maria van Ooijen (“ <b>Mr. van Ooijen</b> ”)	Executive Director and a controlling shareholder of the Company	1,000,000
Gu Liyong (“ <b>Mr. Gu</b> ”)	Executive Director	875,000
Ralph Sytze Ybema (“ <b>Mr. Ybema</b> ”)	Non-executive Director	150,000
Loke Yu (“ <b>Dr. Loke</b> ”)	Independent non-executive Director	150,000
Li Xikui (“ <b>Mr. Li</b> ”)	Independent non-executive Director	150,000
Zhang Jingdong (“ <b>Ms. Zhang</b> ”)	Independent non-executive Director	150,000

Pursuant to Rule 17.04(1) of the Listing Rules and the provisions of the Post-IPO Share Option Scheme, the grant of Share Options by the Company to any Director, chief executive, or substantial shareholder of the Company or any of their respective associates must be approved by the Independent non-executive Directors (excluding Independent non-executive Director who is the grantee of the Share Options concerned). On the Date of Grant, the Independent non-executive Directors have approved the grant of Share Options to Mr. Fang, Mr. van Ooijen, Mr. Gu and Mr. Ybema. In addition, the grant of Share Options to each of the Independent non-executive Directors (namely, Dr. Loke, Mr. Li and Ms. Zhang) has been approved by the other two Independent non-executive Directors who are not the grantees of the Share Options concerned.

Further, pursuant to Rule 17.04(1) of the Listing Rules and the provisions of the Post-IPO Share Option Scheme, where a grant of Share Options to a substantial shareholder of the Company or an Independent non-executive Director and/or their respective associates would result in the Shares issued and to be issued upon exercise of all the share options granted and to be granted (including options exercised, cancelled and outstanding) under the Post-IPO Share Option Scheme and any other share option schemes of the Company to the substantial shareholder of the Company or the Independent non-executive Director and/or their respective associates in the 12-month period up to and including the date of such grant (i) representing in aggregate over 0.1% of the Shares in issue; and (ii) having an aggregate value, based on the closing price of the Shares on the date of grant, in excess of HK\$5 million, the grant of Share Options to the substantial shareholder of the Company or the Independent non-executive Director and/or their respective associates must be approved by the Shareholders at a general meeting at which all connected

persons (as defined in Rule 1.01 of the Listing Rules) of the Company shall abstain from voting. As at the Date of Grant, there were 1,060,000,000 Shares in issue.

As disclosed in the prospectus of the Company dated 28 June 2010, the Company has granted share options under the Company's share option scheme (the "**Pre-IPO Share Option Scheme**") adopted by the Shareholders on 23 June 2010 to Mr. Fang and Mr. van Ooijen to subscribe for 3,500,000 Shares and 1,000,000 Shares, respectively. The total number of Shares to be issued upon exercise of the share options granted under the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme to each of Mr. Fang and Mr. van Ooijen will represent in aggregate over 0.1% of the Shares in issue and having an aggregate value in excess of HK\$5 million, based on the closing price of the Shares of HK\$6.2 on the Date of Grant. Therefore, the grant of Share Options to each of Mr. Fang and Mr. van Ooijen must be approved by the Shareholders at a general meeting at which all connected persons of the Company shall abstain from voting.

In addition, pursuant to the provisions of the Post-IPO Share Option Scheme, the maximum number of Shares issued and to be issued upon exercise of the Share Options granted to each Grantee under the Post-IPO Share Option Scheme (including both exercised and outstanding Share Options) in any 12-month period shall not, when aggregated with any Shares subject to options granted under such period under any other share option schemes of the Company other than those options granted pursuant to specific approval by the Shareholders in a general meeting, exceed 1% of the Shares in issue for the time being. When any further grant of Shares Options to a Grantee would result in the Shares issued and to be issued upon exercise of all Share Options granted and to be granted to such person (including exercised, cancelled and outstanding Share Options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the Shares in issue, such further grant must be separately approved by Shareholders in general meeting with such Grantee and his associates abstaining from voting.

As the total number of Shares to be issued upon exercise of the share options granted under the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme to Mr. Fang in the 12-month period up to and including the Date of Grant represents in aggregate over 1% of the Shares in issue, the grant of Share Options to Mr. Fang must be approved by Shareholders in general meeting with Mr. Fang and his associates abstaining from voting. Save for Mr. Fang, none of Grantees will as a result of the grant of Share Options be entitled to be issued with such number of Shares which represents over 1% of the Shares in issue upon exercise of the share options granted under the Pre-IPO Share Option Scheme and the Post-IPO Share Option Scheme in the 12-month period up to and including the Date of Grant.

The Company will convene an extraordinary general meeting (the “**EGM**”) of the Shareholders at which resolutions will be proposed for the approval of the grant of Share Options to each of Mr. Fang and Mr. van Ooijen. The Company will also send a circular to the Shareholders as soon as practicable setting out further information in relation to the grant of Share Options to each of Mr. Fang and Mr. van Ooijen as required under the Listing Rules together with the notice of the EGM.

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

Hong Kong, 3 May 2011

As at the date of this announcement, the Board of Directors of the Company 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