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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)**

### **COMPLETION OF THE CONNECTED TRANSACTION RELATING TO**

**THE ISSUE BY THE COMPANY OF THREE-YEAR 4% COUPON CONVERTIBLE  
BONDS IN THE AGGREGATE PRINCIPAL AMOUNT OF HK\$815,800,000 WITH  
DETACHABLE THREE-YEAR WARRANTS  
TO SUBSCRIBE FOR SHARES IN AN AGGREGATE AMOUNT OF HK\$75,830,646**

The Board is pleased to announce that all conditions precedent under the Subscription Agreement have been fulfilled and completion of the Subscription Agreement took place on 1 March 2012.

### **COMPLETION OF THE SUBSCRIPTION AGREEMENT**

Reference is made to the announcements of the Company dated 17 January 2012 and 27 February 2012 and the circular of the Company dated 9 February 2012 (the “**Circular**”) in relation to the issue by the Company of three-year 4% coupon Convertible Bonds in the aggregate principal amount of HK\$815,800,000 with detachable three-year Warrants in registered form to subscribe for an aggregate of 12,638,441 Shares for an aggregate principal amount of HK\$75,830,646 at the initial exercise price of HK\$6.00 per Share. Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that all conditions precedent under the Subscription Agreement have been fulfilled and completion of the Subscription Agreement took place on 1 March 2012. The Convertible Bonds and the Warrants were issued to the Subscribers on the terms of and as contemplated under the Subscription Agreement. An aggregate amount of HK\$815,800,000 has been received by the

Company. HWH and Delco have duly assigned their respective Warrants to Sims in accordance with the terms of the Memorandum of Undertakings and the Subscription Agreement.

By Order of the Board  
**CHIHO-TIANDE GROUP LIMITED**  
**Fang Ankong**  
*Chairman*

Hong Kong, 1 March 2012

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>	Michael Charles Lion
<i>Independent non-executive Directors:</i>	Loke Yu, Li Xikui, Zhang Jingdong