



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)

FORM OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING (the "AGM") TO BE HELD ON THURSDAY, 24 MAY 2012 (or at any adjournment thereof)

I/We ^(note 2) _____
of _____
being the registered holder(s) of ^(note 3) _____ shares of HK\$0.01 each in the share capital of Chiho-Tiande Group Limited (the "Company"), HEREBY APPOINT ^(note 4) _____
of _____

or failing him, the Chairman of the AGM, as my/our proxy to attend and vote for me/us at the AGM (or at any adjournment thereof) of the Company to be held at Level 2, 48 Wang Lok Street, Yuen Long Industrial Estate, Hong Kong on Thursday, 24 May 2012 at 2:00 p.m. and in particular (but without limitation) at such meeting (or at any adjournment thereof) on a poll to vote for me/us and in my/our name(s) in respect of the Resolutions set out in the Notice of AGM as indicated below or, if no such indication is given as my/our proxy thinks fit.

| | | FOR ^(note 5) | AGAINST ^(note 5) |
|----|--|-------------------------|-----------------------------|
| | Ordinary Resolutions | | |
| 1 | To review and approve the audited consolidated financial statements, the report of the directors and the report of independent auditor of the Company for the year ended 31 December 2011. | | |
| 2 | To consider and approve the final dividend of the Company for the year ended 31 December 2011. | | |
| 3 | To re-elect Mr. Gu Liyong as Executive Director of the Company. | | |
| 4 | To re-elect Mr. Michael Charles Lion as Non-Executive Director of the Company. | | |
| 5 | To re-elect Ms. Zhang Jingdong as Independent Non-Executive Director of the Company. | | |
| 6 | To authorize the Board of Directors of the Company to fix the Directors' remuneration. | | |
| 7 | To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorize the Board to fix their remuneration. | | |
| 8 | To approve a general mandate to the Directors to issue new shares of the Company. | | |
| 9 | To approve a general mandate to the Directors to repurchase shares of the Company. | | |
| 10 | To approve the extension of the general mandate to be given to the Directors to issue new shares of the Company. | | |

Date: _____ 2012

Signature ^(note 6): _____

Notes:

- Important: You should first review the Notice of the Annual General Meeting, Circular to the Shareholders and the 2011 annual report issued by the Company on 24 April 2012 before appointing a proxy.**
- Please insert the full name(s) (in Chinese or in English) and address(es) (as shown in the register of members) in block letters.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
- Please insert the name and address of the proxy desired. IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. A shareholder may appoint one or more proxies to attend and vote in his stead. A proxy need not be a shareholder of the Company. A proxy of a shareholder who has appointed more than one proxy may only vote on a poll. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE DULY INITIALED BY THE PERSON WHO SIGNS IT.
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, PLEASE TICK IN THE BOX MARKED "AGAINST". If you do not indicate how you wish your proxy to vote, your proxy will be titled to exercise his discretion. Unless you have indicated otherwise in this form of proxy, your proxy will also be titled to vote at his discretion on any Resolution properly put to the AGM other than those referred to in the notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a legal entity, must either be executed under seal or under the hand of a director or an attorney duly authorized to sign the same. If this form of proxy is signed by an attorney of the appointor, the power of attorney authorizing that attorney to sign, or other document of authorization, must be notarised.
- Where there are joint holders of any shares, any one of such persons may vote at the AGM, either personally or by proxy, in respect of such shares as if he were solely entitled thereto. However, if more than one of such joint holders is present at the AGM, either personally or by proxy, then one of the said persons so present whose name stands first in the register of members in respect of such shares shall alone be titled to vote in respect thereof.
- 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 branch share registrar and transfer office in Hong Kong, 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 deposit of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.
- Voting for the Ordinary Resolutions set out in the notice of the AGM will be taking by poll.