



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 EXTRAORDINARY GENERAL MEETING (the "EGM") TO BE HELD ON MONDAY, 27 FEBRUARY 2012 (or at any adjournment thereof)

I/We^(note 2) _____ of

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

or failing him, the Chairman of the EGM, as my/our proxy to attend and vote for me/us at the EGM (or at any adjournment thereof) of the Company to be held at Room 1412, 14/F., Shun Tak Centre West Tower, 168-200 Connaught Road Central, Hong Kong on Monday, 27 February 2012 at 10:00 a.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 ordinary resolution set out in the notice of EGM as indicated below or, if no such indication is given as my/our proxy thinks fit.

	FOR ^(note 5)	AGAINST ^(note 5)
Ordinary Resolution		
To approve, confirm and ratified the Subscription Agreement (as defined in the Circular) and approve the creation and the issue of the Convertible Bonds (as defined in the Circular) and the Warrants (as defined in the Circular) and the issue and allotment of the Conversion Shares (as defined in the Circular) upon exercise of the conversion rights attaching to the Convertible Bonds and the subscription rights attaching to the Warrants by the Bondholders (as defined in the Circular) and the Warrantholders (as defined in the Circular), respectively, and to authorise any one or more of the directors of the Company to do all such acts and things and execute all such documents as they consider necessary, desirable or expedient to implement and/or give effect to the Subscription Agreement.		

Date: _____, 2012

Signature^(note 6): _____

Notes:

- Important: You should first review the Notice of the Extraordinary General Meeting and the circular (the "Circular") to the shareholders (the "Shareholders") of the Company both issued by the Company on 9 February 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. 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 INITIALLED 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 entitled to exercise his discretion. Unless you have indicated otherwise in this form of proxy, your proxy will also be entitled to vote at his discretion on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
- 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 appointer, the power of attorney authorizing that attorney to sign, or other document of authorization, must be notarized.
- 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.
- 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 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 or any adjournment thereof.
- Completion and return of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM or any adjournment thereof and in such event, the form of proxy will be deemed to be revoked.
- According to Rule 13.39(4) of the Listing Rules (as defined in the Circular), any vote of Shareholders at a general meeting of the Company must be taken by poll. Accordingly, the Chairman of the EGM will exercise his power under the articles of association of the Company to demand a poll in relation to the proposed ordinary resolution at the EGM.