



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 THURSDAY, 23 MAY 2013 (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 (“the 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 Level 2, 48 Wang Lok Street, Yuen Long Industrial Estate, Hong Kong on Thursday, 23 May 2013 at 3:30 p.m. (or so soon thereafter as the annual general meeting of the Company convened on the same date and at the same place at 3:00 p.m. shall have been concluded) 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 resolutions set out in the notice of EGM as indicated below or, if no such indication is given as my/our proxy thinks fit.

Ordinary Resolutions		FOR ^(note 5)	AGAINST ^(note 5)
1	To approve the grant of share options (“Share Options”) to Mr. Fang Ankong (“Mr. Fang”), an executive director (“Director”) and a controlling shareholder of the Company, to subscribe for 16,500,000 Shares at an exercise price of HK\$3.75 per Share under the post-IPO share option scheme adopted by the Company on 23 June 2010 (the “Post-IPO Share Option Scheme”) and on such other terms as the Directors consider appropriate and to authorise the Directors to do all such acts and execute all such documents as may be necessary, desirable or expedient to give full effect to the grant of Share Options to Mr. Fang and the issue of Shares upon exercise of the Share Options by Mr. Fang.		
2	To approve the grant of Share Options to Mr. Stephanus Maria van Ooijen (“Mr. van Ooijen”), an executive Director and a substantial shareholder of the Company, to subscribe for 2,000,000 Shares at an exercise price of HK\$3.75 per Share under the Post-IPO Share Option Scheme and on such other terms as the Directors consider appropriate and to authorise the Directors to do all such acts and execute all such documents as may be necessary, desirable or expedient to give full effect to the grant of Share Options to Mr. van Ooijen and the issue of Shares upon exercise of the Share Options by Mr. van Ooijen.		
3	To approve the refreshment of the scheme mandate limit under the Post-IPO Share Option Scheme pursuant to which the Directors may grant share options to eligible participants under the Post-IPO Share Option Scheme and any other share option schemes of the Company to subscribe for 10% of the Shares in issue as at the date of the EGM.		

Date: _____ 2013 Signature^(note 6): _____

Notes:

- Important: You should first review the notice of the EGM and the circular (the “Circular”) to the shareholders (the “Shareholders”) of the Company both issued by the Company on 19 April 2013 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 authorised 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 authorised to sign the same. If this form of proxy is signed by an attorney of the appointer, the power of attorney authorising that attorney to sign, or other document of authorisation, must be notarised.
- 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 EGM, 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 branch 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 EGM 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.
- Pursuant to Rule 17.04(1) of the Listing Rules (as defined in the Circular), all connected persons (as defined in the Listing Rules) of the Company are required to abstain from voting in favour of ordinary resolutions numbered (1) and (2). Furthermore, pursuant to Rule 17.03(4) of the Listing Rules, Mr. Fang and his associates (as defined in the Listing Rules) are required to abstain from voting on ordinary resolution numbered (1).
- According to Rule 13.39(4) of the Listing Rules, 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 all proposed ordinary resolutions at the EGM.