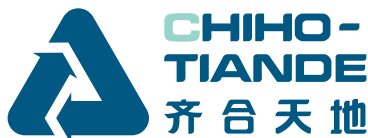


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## **CHIHO-TIANDE GROUP LIMITED**

### **齊合天地集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 976)**

#### **APPOINTMENT AND RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND MEMBER OF THE AUDIT COMMITTEE, THE NOMINATION COMMITTEE AND THE REMUNERATION COMMITTEE**

The Board is pleased to announce that Mr. Zhu Dajian has been appointed as an independent non-executive director of the Company and a member of the audit committee, nomination committee and remuneration committee of the Company, with effect from 17 December 2014.

The Board further announces that Mr. Li Xikui has resigned as an independent non-executive director of the Company and a member of the audit committee, nomination committee and remuneration committee of the Company, with effect from 17 December 2014.

This announcement is made pursuant to Rule 13.51(2) of the Rules Governing the Listing of Securities of The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

#### **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The board (the “**Board**”) of directors (the “**Directors**”) of Chiho-Tiande Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) is pleased to announce that Mr. Zhu Dajian (“**Mr. Zhu**”) has been appointed as an independent non-executive Director of the Company and a member of the audit committee, nomination committee and remuneration committee of the Company with effect from 17 December 2014.

The biographical details of the newly appointed independent non-executive Director, Mr. Zhu, are set out as follows:

Mr. Zhu Dajian, aged 60, is a distinguished professor of the School of Economics & Management, a director of the Institute of Governance for Sustainable Development, the head of the Department of Public Management and Policy, and the vice chairman of the Tongji University Academic Committee, at Tongji University in Shanghai, the People's Republic of China. He was awarded the special allowance by the China's State Council in 2000. He was also a senior research scholar at Harvard University in 2005 and a senior visiting fellow at Melbourne University in Australia from 1994 to 1995. Moreover, he is appointed as a member of The State Foundation for Social Sciences, a member of the Social Science Commission under the Chinese Education Ministry, a member of the Experts Commission on Sustainable Development & Resource and Environment under the Chinese Construction Ministry, and a special policy advisor for the Shanghai Municipal Government. He is also a member of the International Expert Committee of Enel Foundation in Italy, the Ellen MacArthur Foundation in the United Kingdom and Firmenich in Switzerland, respectively. Mr. Zhu was appointed as an independent non-executive director of China Taiping Insurance Holdings Company Limited on 21 August 2014, a company listed on The Stock Exchange of Hong Kong Limited (stock code: 966).

Saved as disclosed in this announcement, Mr. Zhu has not held any directorship in any other listed public company in the last three years preceding the date of his appointment. Mr. Zhu does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders (as defined in the Listing Rules) of the Company and other members of the Group, nor does not have any interests (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) in the shares of the Company as at the date of this announcement.

Mr. Zhu will enter into a service contract with the Company for a fixed term of 3 years starting from 17 December 2014, and he will be entitled to a director's fee of HK\$150,000 per annum (subject to annual review by the Board and the remuneration committee of the Company) for his directorship in the Company, which is determined by the Board with reference to his duties and responsibilities as well as the prevailing market conditions. He will hold the office until the next general meeting of the Company and is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the articles of association of the Company.

Save as disclosed in this announcement, the Board is not aware of any other matters that need to be brought to the attention of the shareholders of the Company and there is no other information required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules in relation to the appointment of Mr. Zhu as an independent non-executive Director.

The Board wishes to express its warm welcome to Mr. Zhu on his appointment.

## **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTOR**

The Board further announces that Mr. Li Xikui (“**Mr. Li**”) has resigned as an independent non-executive Director of the Company and a member of the audit committee, nomination committee and remuneration committee of the Company, with effect from 17 December 2014, due to other business commitments.

Mr. Li has confirmed that there is no disagreement with the Company in any respect and there are no matters which need to be brought to the attention of the shareholders of the Company in relation to his resignation.

The Board would like to take this opportunity to express its gratitude to Mr. Li for his valuable contributions to the Company during his tenure of service.

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

Hong Kong, 17 December 2014

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