



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 WEDNESDAY, 14 MAY 2014 (or at any adjournment thereof)**

I/We ^(note2) _____
of _____
being the registered holder(s) of _____ shares ^(note3) of HK\$0.01 each in the share capital of Chiho-Tiande Group Limited (the “Company”), HEREBY APPOINT ^(note4) _____
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 Wednesday, 14 May 2014 at 11:00 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 Resolutions set out in the notice convening the AGM as indicated below or, if no such indication is given as my/our proxy thinks fit.

Ordinary Resolutions		FOR ^(note5)	AGAINST ^(note5)
1	To review and approve the audited consolidated financial statements, the report of the directors of the Company and the report of the independent auditor of the Company for the year ended 31 December 2013.		
2	To re-elect Mr. Fang Ankong as Executive Director of the Company.		
3	To re-elect Mr. Gu Liyong as Executive Director of the Company.		
4	To re-elect Ms. Zhang Jingdong as Independent Non-Executive Director of the Company.		
5	To authorise the Board of Directors of the Company to fix the Directors’ remuneration.		
6	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorise the Board to fix its remuneration.		
7	To approve a general mandate to the Directors to issue new shares of the Company.		
8	To approve a general mandate to the Directors to repurchase shares of the Company.		
9	To approve the extension of the general mandate to be given to the Directors to issue new shares of the Company.		

Date: _____ 2014 Signature ^(note 6): _____

Notes:

1. **Important: You should first review the notice of the AGM, the circular to the Shareholders and the 2013 annual report issued by the Company on 9 April 2014 before appointing a proxy.**
2. Please insert the full name(s) (in Chinese or in English) and address(es) (as shown in the register of members) in block letters.
3. 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).
4. 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.
5. **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 AGM other than those referred to in the notice convening the AGM.
6. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under seal or under the hand of an officer, attorney or other person authorised to sign the same.
7. 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 entitled to vote in respect thereof.
8. 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 AGM or any adjournment thereof.
9. Completion and deposit of the form of proxy will not preclude you from attending and voting at the AGM if you so wish.
10. Voting on all the Ordinary Resolutions set out in the notice of the AGM will be taken by poll.

PERSONAL INFORMATION COLLECTION STATEMENT

- (i) “Personal Data” in these statements has the same meaning as “personal data” in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong (“PDPO”).
- (ii) Your supply of Personal Data to the Company is on a voluntary basis. Failure to provide sufficient information, the Company may not be able to process your appointment of proxy and other instructions.
- (iii) Your Personal Data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other companies or bodies for any of the stated purposes, and retained for such period as may be necessary for our verification and record purposes.
- (iv) You have the right to request access to and/or correction of your Personal Data in accordance with the provisions of the PDPO. Any such request for access to and/or correction of your Personal Data should be in writing to the Personal Data Privacy Officer of Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.