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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)**

### **FURTHER ANNOUNCEMENT IN RELATION TO THE CHANGE IN SHAREHOLDINGS OF THE SUBSTANTIAL SHAREHOLDERS OF THE COMPANY**

This announcement is made by Chiho-Tiande Group Limited (the “**Company**”) pursuant to Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the “**SFO**”) concerning disclosure of inside information and Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on the Stock Exchange of Hong Kong Limited.

Reference is made to the announcement (the “**Announcement**”) of the Company dated 27 January 2015 regarding the change in shareholdings of certain substantial shareholders of the Company. Unless otherwise specified, capitalised terms used in this announcement shall have the same meaning as those defined in the Announcement.

The Company would like to provide additional information to its shareholders and public investors regarding the subject matter of the Announcement by way of this announcement. As disclosed in the Announcement, the Board has been informed that:

- (a) on 23 January 2015, Delco (a substantial shareholder of the Company holding approximately 10.98% of the issued share capital of the Company) and HWH (a substantial shareholder of the Company holding approximately 30.39% of the issued share capital of the Company) entered into the conditional sale and purchase agreement (the “**SPA**”), pursuant to which Delco agreed to sell its entire shareholding in the Company (the “**Sale Shares**”) to HWH. Completion of the Share Sale is subject to the fulfillment (or, where applicable, waiver) of various conditions, including HWH having obtained a waiver (the “**Waiver**”) from the Executive Director of the Corporate Finance Division of the Securities and Futures Commission (the “**Executive**”) waiving its obligation to make a mandatory offer under Rule 26.1 of the Hong Kong Code on Takeovers and Mergers (the “**Takeovers Code**”) in respect of the Share Sale; and

(b) on 26 January 2015, Sims Metal Management Dragon Holdings Limited (“**Sims**”), a substantial shareholder of the Company holding approximately 15.88% of the issued share capital of the Company, entered into two conditional sale and purchase agreements to dispose of its entire shareholding in the Company to unrelated third parties (together the “**Sims Shares Purchasers**”).

As advised by Delco and HWH, the condition for HWH to obtain the Waiver cannot be waived under the SPA. If the Waiver is not granted by the Executive before 28 February 2015 (the “**Long Stop Date**”), Delco’s obligation to sell the Sale Shares to HWH, and HWH’s obligations to purchase the Sale Shares will terminate. However, for a period of 30 days after the Long Stop Date, HWH shall use its reasonable endeavours to help Delco find an independent third party purchaser for the Sale Shares upon the same terms and conditions.

In addition, to the best of the knowledge, information and belief of the directors of the Company (the “**Directors**”) having made all reasonable enquiries with the Sims Shares Purchasers, the Sims Shares Purchasers and their respective ultimate beneficial owners are independent of Delco and HWH and their respective ultimate beneficial owners.

Under Rule 12.1 of the Takeovers Code, certain Takeovers Code-related announcements must not be published until the Executive has confirmed that it has no further comments. This includes an announcement that a transaction is stated to be conditional on a ruling being given that no offer obligation arises. On 27 January 2015, the Company noticed potential unusual price movements in its share prices and immediately arranged for the publication of the Announcement in compliance with its obligations under Part XIVA of the SFO in case the above transactions were deemed to be inside information under the SFO. The Announcement was published before the Company had obtained the Executive’s pre-clearance and the Company acknowledges this inadvertent oversight.

The Directors jointly and severally accept full responsibility for the accuracy of information contained in the Announcement and this announcement (together the “**Announcements**”) and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in the Announcements have been arrived at after due and careful consideration and there are no other facts not contained in the Announcements, the omission of which would make any statement in the Announcements misleading.

**Shareholders of the Company and public investors are advised to exercise caution when dealing in the shares of the Company.**

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

Hong Kong, 2 February 2015

As at the date of this announcement, the Board of Directors of the Company comprises:

*Executive Directors:* Fang Ankong, Stephanus Maria van Ooijen, Gu Liyong

*Non-Executive Director:* Michael Charles Lion

*Independent Non-Executive Directors:* Loke Yu, Zhang Jingdong, Zhu Dajian