



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 APRIL 2015 (OR AT ANY ADJOURNMENT THEREOF)

I/We ^(note 2) _____ of _____

being the registered holder(s) of _____ shares ^(note 3) of HK\$0.01 each in the share 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 Monday, 27 April 2015 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 Ordinary Resolutions set out in the notice convening the EGM as indicated below or, if no such indication is given as my/our proxy thinks fit.

		FOR ^(note 5)	AGAINST ^(note 5)
Ordinary Resolutions			
1	To approve, confirm and ratify the Sims CB Extension (as defined in the circular of the Company dated 11 April 2015 (the "Circular")) and to authorise the directors of the Company (the "Directors") to issue and allot the Conversion Shares (as defined in the Circular) upon exercise of the conversion rights attaching to the Sims Convertible Bonds (as defined in the Circular), and to authorise any one or more of the Directors to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary, desirable or expedient to implement and/or give effect to the Sims CB Extension.		
2	To approve, confirm and ratify the CB Purchase Agreement (as defined in the Circular) and to authorise the Directors to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary, desirable or expedient to implement and/or give effect to the CB Purchase Agreement and any other matters contemplated thereunder.		
3	To approve, confirm and ratify the Greenwoods CB Extension (as defined in the Circular) and to authorise the Directors to issue and allot the Conversion Shares upon exercise of the conversion rights attaching to the Greenwoods Convertible Bonds (as defined in the Circular), and to authorise any one or more of the Directors to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary, desirable or expedient to implement and/or give effect to the Greenwoods CB Extension.		
4	To approve, confirm and ratify the Delco CB Extension (as defined in the Circular) and to authorise the Directors to issue and allot the Conversion Shares upon exercise of the conversion rights attaching to the Delco Convertible Bonds (as defined in the Circular), and to authorise any one or more of the Directors to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary, desirable or expedient to implement and/or give effect to the Delco CB Extension.		
5	To approve, confirm and ratify the HWH CB Extension (as defined in the Circular) and to authorise the Directors to issue and allot the Conversion Shares upon exercise of the conversion rights attaching to the HWH Convertible Bonds (as defined in the Circular), and to authorise any one or more of the Directors to do all such acts and things and execute all such documents, including under seal where applicable, as they consider necessary, desirable or expedient to implement and/or give effect to the HWH CB Extension.		

Date: _____ 2015 Signature ^(note 6): _____

Notes:

- Important: You should first review the Notice of the EGM and the Circular to the Shareholders of the Company both issued by the Company on 11 April 2015 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 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.
- 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 corporation, must either be executed under seal or under the hand of an officer, attorney or other person authorised to sign the same.
- 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 of the Company 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, 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 resolutions at the EGM.

PERSONAL INFORMATION COLLECTION STATEMENT

- "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").
- 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.
- 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.
- 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.