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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 OF INDEPENDENT FINANCIAL ADVISER**

Reference is made to the announcements (collectively the “**Announcements**”) issued by Chiho-Tiande Group Limited (the “**Company**”) dated 27 March 2015, 1 April 2015, 9 April 2015 and 17 April 2015 in relation to, among other matters, the Second Subscription, the CB Purchase Agreement and the application for the Whitewash Waiver and the CB Whitewash Waiver. Capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements unless otherwise stated.

As disclosed in the announcement of the Company dated 1 April 2015, pursuant to Rule 2.1 of the Takeovers Code, the Company has appointed BOCOM International (Asia) Limited (“**BOCOM International**”) as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the Whitewash Waiver, and such appointment has been approved by the Independent Board Committee on 23 March 2015.

On 23 April 2015, the Board approved the appointment of BOCOM International as the Independent Financial Adviser to advise the Independent Board Committee and the Independent Shareholders in relation to the entering into of the Second Subscription Agreement and the transactions contemplated thereunder, the grant of the Specific Mandate, the Whitewash Waiver and the CB Whitewash Waiver (together the “**Transactions**”), and such appointment has been approved by the Independent Board Committee on the same day.

BOCOM International is a licensed corporation to carry out type 1 (dealing in securities) and type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

As disclosed in the announcement of the Company dated 17 April 2015, the Company will despatch the Circular containing, among other things, the letter of advice from the Independent Financial Adviser in relation to the Transactions and a notice of the EGM to the Shareholders no later than 28 April 2015.

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

Hong Kong, 23 April 2015

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

*Executive Directors:* Fang Ankong, Gu Liyong

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

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