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If you have sold or transferred all your shares in Chiho-Tiande Group Limited, you should at once hand this supplemental circular and the enclosed Second Form of Proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

**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)****SUPPLEMENTAL CIRCULAR
AND
SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING**

Capitalised terms used in this cover page shall have the same meanings as those defined in this supplemental circular.

This supplemental circular should be read together with the First Circular dated 28 April 2015 in relation to, among other things, the EGM to be held at Level 2, 48 Wang Lok Street, Yuen Long Industrial Estate, Hong Kong on Friday, 15 May 2015 at 11:00 a.m..

The Notice of EGM was set out in the First Circular. A supplemental notice dated 29 April 2015 is set out on pages 7 to 8 of this supplemental circular.

Whether or not you are able to attend the EGM, you are requested to complete and sign the enclosed Second Form of Proxy in accordance with the instructions printed thereon and return it to Computershare Hong Kong Investor Services Limited, the Company's branch share registrar and transfer office in Hong Kong, of 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 Second Form of Proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire.

29 April 2015

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DEFINITIONS

In this supplemental circular, capitalised terms shall have the same meanings as those defined in the First Circular unless otherwise defined below or unless the context requires otherwise:

“Articles of Association”	the articles of association of the Company as amended, supplemented or modified from time to time
“Closing Time”	48 hours before the time appointed for holding of the EGM or any adjournment thereof (as the case may be)
“controlled corporation(s)”	has the meaning ascribed to it in Part XV of the SFO
“First Circular”	the circular issued by the Company to the Shareholders dated 28 April 2015 in relation to, among other things, the Transactions
“First Form of Proxy”	the form of proxy accompanying the First Circular
“Latest Practicable Date”	28 April 2015, being the latest practicable date prior to the publication of this supplemental circular for the purpose of ascertaining certain information contained in this supplemental circular
“Mr. Tu”	Mr. Tu Jianhua, an executive Director and the Chairman of the Board
“Notice of EGM”	the notice convening the EGM, as set out in the First Circular
“Second Form of Proxy”	the form of proxy accompanying this supplemental circular
“Share Registrar”	Computershare Hong Kong Investor Services Limited, the Company’s branch share registrar and transfer office in Hong Kong
“Supplemental Notice of EGM”	the supplemental notice of EGM, as set out on pages 7 to 8 of this supplemental circular

LETTER FROM THE BOARD



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)

Executive Directors:

Mr. Tu Jianhua (*Chairman*)

Mr. Fang Ankong

(Vice-Chairman and Chief Executive Officer)

Mr. Gu Liyong (*Vice President*)

Independent Non-executive Directors:

Dr. Loke Yu

Ms. Zhang Jingdong

Mr. Zhu Dajian

Registered Office:

Cricket Square

Hutchins Drive

P.O. Box 2681

Grand Cayman

KY1-1111

Cayman Islands

Principal Place of

Business in Hong Kong:

48 Wang Lok Street

Yuen Long Industrial Estate

Hong Kong

29 April 2015

To the Shareholders

Dear Sir or Madam,

SUPPLEMENTAL CIRCULAR

AND

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement dated 28 April 2015 in relation to, inter alia, the appointment of Director and change of Chairman of the Board and change of Chairman of the Nomination Committee.

This supplemental circular should be read together with the First Circular which contains, among other things, information in respect of the First Subscription and the Transactions and the Notice of EGM.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to provide you with further information regarding the additional resolution to be proposed at the EGM for the re-election of Mr. Tu Jianhua as an executive Director and the arrangement for the First Form of Proxy and the Second Form of Proxy, and to give you the Supplemental Notice of EGM, which is set out on pages 7 to 8 of this supplemental circular.

2. RE-ELECTION OF DIRECTOR

Subsequent to the despatch of the First Circular and the Notice of EGM, on 28 April 2015, the Company announced that the Board had appointed Mr. Tu as an executive Director and the Chairman of the Board with effect from 29 April 2015. Pursuant to Regulation 83(3) of the Articles of Association, Mr. Tu shall hold office until the next following general meeting of the Company, being the EGM, and being eligible, offers himself for re-election as an executive Director. The biographical information of Mr. Tu is set out below:

Mr. Tu Jianhua, aged 52, has been the chairman of the Board of Loncin Holdings Co., Ltd. in the period from December 2002 to June 2010 and since February 2013, and the chairman of USUM Investment Group Limited since April 2014. He served as the chairman of the board of Loncin Group Co., Ltd. (隆鑫集團有限公司) since 1996 to November 2013. He served as the general manager of Chongqing Loncin Gasoline Engine Company (Sino-American Joint Venture) (中美合資重慶隆鑫汽油機公司), a company used to be controlled by Mr. Tu during its existence, from 1995 to 1996, and served as the chairman of Chongqing Loncin Transportation and Machinery Factory (重慶隆鑫交通機械廠), a company used to be controlled by Mr. Tu during its existence, from 1993 to 1995. He served as the chairman of Chongqing City Jiulongpo District Loncin Metal Factory (重慶市九龍坡區隆鑫金屬廠), a company used to be controlled by Mr. Tu during its existence, from 1991 to 1993 and the factory director of Chongqing Cinhua Metals Factory (重慶鑫華金屬製品廠), from 1983 to 1990. Mr. Tu graduated from the Economic Management (經濟管理專業) of the Open College in Chongqing City Municipal Party School (重慶市委黨校函授學院) in December 1998.

Mr. Tu previously acted as the deputy to the 11th National People's Congress, the deputy to the Second and Third Chongqing Municipal People's Congress. He currently serves as the deputy to the 12th National People's Congress and to the Fourth Chongqing Municipal People's Congress, and the member of the Finance Committee of the Fourth Chongqing City Municipal People's Congress, the Executive Committee Member of All-China Federation of Industry & Commerce (全國工商聯), the vice president of Chongqing City Industry and Commerce Federation (重慶市工商聯), the vice president of Chongqing City Charity Federation (重慶市慈善總會) and the vice president of Chongqing City Enterprises Confederation (重慶市企業聯合會).

Saved as disclosed above, Mr. Tu is a non-executive director of Hanhua Financial Holding Co., Ltd., a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 3903), and a director of Loncin Motor Co., Ltd., a company whose shares are listed on the Shanghai Stock Exchange (stock code: 603766).

LETTER FROM THE BOARD

The Company entered into a service contract with Mr. Tu for a term of three years from 29 April 2015. Mr. Tu is subject to retirement by rotation and election at the annual general meeting of the Company in accordance with the Articles of Association. He is entitled to an annual salary of HK\$1,280,000 and also a discretionary bonus provided that the total amount of bonus together with the total salary and benefits to be paid to all the executive Directors in each year ending December 31 shall not exceed 5% of the audited consolidated net profit after taxation but before extraordinary items of the Group for the relevant year (and before deducting such discretionary bonus, salary and benefits). His overall remuneration package was determined by the Board based on the recommendations of the Remuneration Committee and the Nomination Committee of the Company, with reference to his duties and responsibilities with the Company and the market rate of his position.

Mr. Tu does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Tu was deemed to be interested in 509,500,000 Shares within the meaning of the Part XV of the SFO through his controlled corporations.

Save for the information disclosed above, there is no information relating to the re-election of Mr. Tu as an executive Director which is required to be disclosed pursuant to Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning the re-election of Mr. Tu as an executive Director that need to be brought to the attention of the Shareholders.

3. SUPPLEMENTAL NOTICE OF EGM AND SECOND FORM OF PROXY

As set out in the First Circular, the EGM will be held at Level 2, 48 Wang Lok Street, Yuen Long Industrial Estate, Hong Kong on Friday, 15 May 2015 at 11:00 a.m.. Given that the Notice of EGM and the First Form of Proxy do not contain the proposed resolution in relation to the re-election of Mr. Tu as an executive Director, the Supplemental Notice of EGM has been set out on pages 7 to 8 of this supplemental circular, and the Second Form of Proxy has been prepared and is enclosed with this supplemental circular. Both of the Supplemental Notice of EGM and the Second Form of Proxy are published on the respective websites of the Stock Exchange (<http://www.hkexnews.hk>) and the Company (<http://www.chiho-tiande.com>) and contain the proposed resolution for the re-election of Mr. Tu as an executive Director.

LETTER FROM THE BOARD

4. SECOND FORM OF PROXY

Whether or not you are able to attend the EGM, you are requested to complete and sign the enclosed Second Form of Proxy in accordance with the instructions printed thereon and return the same to the Share Registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong before the Closing Time (i.e. 48 hours before the time appointed for holding the EGM or any adjournment thereof). Completion and return of the Second Form of Proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish. In such event, the instrument appointing a proxy shall be deemed revoked.

A Shareholder who has not yet lodged the First Form of Proxy with the Share Registrar is requested to lodge the Second Form of Proxy if he/she wishes to appoint proxy(ies) to attend the EGM on his/her behalf. In this case, the First Form of Proxy should not be lodged with the Share Registrar.

A Shareholder who has already lodged the First Form of Proxy with the Share Registrar should note that:

- (a) **if no Second Form of Proxy is lodged with the Share Registrar, the First Form of Proxy will be treated as a valid form of proxy lodged by him/her if correctly completed.** The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution(s) properly put to the EGM other than those referred to in the Notice of EGM and the First Form of Proxy, including the resolution in relation to the re-election of Mr. Tu as an executive Director set out in the Supplemental Notice of EGM and the Second Form of Proxy.
- (b) **if the Second Form of Proxy is lodged with the Share Registrar before the Closing Time, the Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. The Second Form of Proxy will be treated as a valid form of proxy lodged by the Shareholder if correctly completed.**
- (c) **if the Second Form of Proxy is lodged with the Share Registrar after the Closing Time, the Second Form of Proxy will be invalid. However, it will revoke the First Form of Proxy previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Form of Proxy or the Second Form of Proxy) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Second Form of Proxy after the Closing Time.** If such Shareholders wish to vote at the EGM, they will have to attend in person and vote at the EGM themselves.

LETTER FROM THE BOARD

Shareholders are reminded that completion and delivery of the First Form of Proxy and/or the Second Form of Proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should they so wish. In such event, the instrument appointing a proxy shall be deemed revoked.

5. VOTING BY POLL

Pursuant to Rule 13.39(4) of the Listing Rules and the Articles of Association, any vote of Shareholders at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. An announcement on the poll vote results will be published by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

6. RECOMMENDATION

The Directors consider that the proposed re-election of Mr. Tu as an executive Director is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend all the Shareholders to vote in favour of the resolution in respect thereof to be proposed at the EGM.

7. RESPONSIBILITY STATEMENT

This supplemental circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors collectively and individually accept full responsibility for the accuracy of the information contained in this supplemental circular and confirm, having made all reasonable enquiries that, to the best of their knowledge and belief:

- (a) the information contained in this supplemental circular is accurate and complete in all material respects and not misleading;
- (b) there are no other matters the omission of which would make any statement in this supplemental circular misleading; and
- (c) all opinions expressed in this supplemental circular have been arrived at after due and careful consideration.

By Order of the Board
Chiho-Tiande Group Limited
Tu Jianhua
Chairman

SUPPLEMENTAL NOTICE OF EGM



CHHO-TIANDE GROUP LIMITED

齊合天地集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 976)

SUPPLEMENTAL NOTICE OF EXTRAORDINARY GENERAL MEETING

Reference is made to the notice of extraordinary general meeting (the “**Notice of EGM**”) of Chiho-Tiande Group Limited (the “**Company**”) dated 28 April 2015, by which the Company has convened an extraordinary general meeting (the “**EGM**”) to be held at Level 2, 48 Wang Lok Street, Yuen Long Industrial Estate, Hong Kong on Friday, 15 May 2015 at 11:00 a.m. and this supplemental notice shall be read together with the Notice of EGM.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the EGM will be held as originally scheduled at such time and at such place as set out in the Notice of EGM for the purpose of considering, and if thought fit, passing with or without modification the following resolution as an ordinary resolution of the Company, in addition to the resolutions already set out in the Notice of EGM:

ORDINARY RESOLUTION

“4. To re-elect Mr. Tu Jianhua as an executive Director of the Company.”

By Order of the Board
Chiho-Tiande Group Limited
Tu Jianhua
Chairman

Hong Kong, 29 April 2015

Registered Office:

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

Principal Place of Business in Hong Kong:

48 Wang Lok Street
Yuen Long Industrial Estate
Hong Kong

Notes:

- (1) A member entitled to attend and vote at the EGM is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more Shares may appoint more than one proxy to attend and vote instead of him. A proxy needs not be a member of the Company.

SUPPLEMENTAL NOTICE OF EGM

- (2) 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.
- (3) 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 (the "**Share Registrar**"), 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 (the "**Closing Time**").
- (4) Since the form of proxy (the "**First Form of Proxy**") sent together with the Notice of EGM does not contain the additional proposed resolution set out in this supplemental notice, a new form of proxy (the "**Second Form of Proxy**") has been prepared and is sent together with the Company's supplemental circular dated 29 April 2015 of which this supplemental notice forms part.
- (5) Whether or not you are able to attend the EGM, you are requested to complete and sign the enclosed Second Form of Proxy in accordance with the instructions printed thereon and return the same to the Share Registrar before the Closing Time (i.e. 48 hours before the time appointed for the holding of the EGM or any adjournment thereof).
- (6) A Shareholder who has not yet lodged the First Form of Proxy with the Share Registrar is requested to lodge the Second Form of Proxy if he/she wishes to appoint proxy(ies) to attend the EGM on his/her behalf. In this case, the First Form of Proxy should not be lodged with the Share Registrar.
- (7) A Shareholder who has already lodged the First Form of Proxy with the Share Registrar should note that:
 - (a) **if no Second Form of Proxy is lodged with the Share Registrar, the First Form of Proxy will be treated as a valid form of proxy lodged by him/her if correctly completed.** The proxy so appointed by the Shareholder will be entitled to vote at his/her discretion or to abstain from voting on any resolution(s) properly put to the EGM other than those referred to in the Notice of EGM and the First Form of Proxy, including the resolution in relation to the re-election of Mr. Tu Jianhua as an executive director of the Company set out in this supplemental notice and the Second Form of Proxy.
 - (b) **if the Second Form of Proxy is lodged with the Share Registrar before the Closing Time, the Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. The Second Form of Proxy will be treated as a valid form of proxy lodged by the Shareholders if correctly completed.**
 - (c) **if the Second Form of Proxy is lodged with the Share Registrar after the Closing Time, the Second Form of Proxy will be invalid. However, it will revoke the First Form of Proxy previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Form of Proxy or the Second Form of Proxy) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, Shareholders are advised not to lodge the Second Form of Proxy after the Closing Time.** If such Shareholders wish to vote at the EGM, they will have to attend in person and vote at the EGM themselves.
- (8) Shareholders are reminded that completion and delivery of the First Form of Proxy and/or the Second Form of Proxy will not preclude Shareholders from attending and voting in person at the EGM or any adjournment thereof should they so wish. In such event, the instrument appointing a proxy shall be deemed revoked.
- (9) Shareholders are reminded to refer to other notes contained in the Notice of EGM.

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

Executive Directors : Tu Jianhua, Fang Ankong, Gu Liyong

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