



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)

**SECOND FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING (the “EGM”)
TO BE HELD ON FRIDAY, 15 MAY 2015 AT 11:00 A.M. (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 Friday, 15 May 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 (the “Notice of EGM”) and the supplemental notice of the EGM (the “Supplemental Notice of EGM”) as indicated below or, if no such indication is given as my/our proxy thinks fit.

	Ordinary Resolutions	FOR ^(note 5)	AGAINST ^(note 5)
1.	To approve, confirm and ratify the Second Subscription Agreement (as defined in the circular of the Company dated 28 April 2015) (“Circular”) and to authorize any one or more directors of the Company to allot and issue the Second Subscription Shares (as defined in the Circular), and to do all such acts and things as they consider necessary for giving effect to the Second Subscription Agreement and the transactions contemplated thereunder.		
2.	To approve the Subscription Whitewash Waiver (as defined in the Circular).		
3.	To approve the CB Whitewash Waiver (as defined in the Circular).		
4.	To re-elect Mr. Tu Jianhua as an executive Director of the Company.		

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

Notes:

1. **Important: You should first review the Notice of EGM and the accompanying circular both issued by the Company on 28 April 2015 and also the Supplemental Notice of EGM and the accompanying supplemental circular both issued by the Company on 29 April 2015 to the shareholders (“Shareholders”) of the Company 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 second form of proxy (the “Second Form of Proxy”) relates. If no number is inserted, this Second Form of Proxy will be deemed to relate to all the shares 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/her stead. A proxy need not be a Shareholder. A proxy of a Shareholder who has appointed more than one proxy may only vote on a poll. ANY ALTERATION MADE TO THIS SECOND 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 Second 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 of EGM and the Supplemental Notice of EGM.
6. This Second 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 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.
8. To be valid, this Second 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”).
9. A Shareholder who has not yet lodged the form of proxy (the “First Form of Proxy”) which was sent together with the Notice of EGM is requested to lodge this 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.
10. 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 the Supplemental Notice of EGM and this Second Form of Proxy.
 - (b) **if this Second Form of Proxy is lodged with the Share Registrar before the Closing Time, this Second Form of Proxy will revoke and supersede the First Form of Proxy previously lodged by him/her. This Second Form of Proxy will be treated as a valid form of proxy lodged by the Shareholders if correctly completed.**
 - (c) **if this Second Form of Proxy is lodged with the Share Registrar after the Closing Time, this 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 this 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 this 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.
11. Completion and delivery of the First Form of Proxy and/or this 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 will be deemed to be revoked.
12. 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

- (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.