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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)

CLARIFICATION ANNOUNCEMENT

Reference is made to the circular (the “**Circular**”) of Chiho-Tiande Group Limited (the “**Company**”) dated 28 April 2015 in relation to, among other matters, the connected transaction in relation to the subscription of shares under specific mandate and the application for whitewash waiver.

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to clarify that due to inadvertent error, paragraphs (h) and (i) under the section headed “**VIII. ADDITIONAL DISCLOSURE UNDER THE TAKEOVERS CODE**” in Appendix III to the Circular on page 186 should be amended and read as follows:

“(h) none of the Company and its Directors had any interest in the relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Subscriber and none of them had dealt for value in any relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Subscriber during the Relevant Period;”

“(i) Mr. Gu Liyong, an executive Director who is not interested in nor involved in the Transactions and has voting rights in the Company to vote for or against any of the resolutions to be proposed at the EGM to approve the Transactions, has informed the Company that he intends to vote for all the resolutions to be proposed at the EGM to approve the Transactions. Mr. Fang was involved in the negotiation in his capacity as an executive Director and is hence required to abstain from voting on the resolutions to be proposed at the EGM to approve the Transactions;”

Save as disclosed above, all other information in the Circular remains unchanged.

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

Hong Kong, 30 April 2015

As at the date of this announcement, 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

As at the date of this announcement:

- (a) the sole director of the Subscriber is Ms. Danni Chan; and
- (b) the directors of USUM comprise Tu Jianhua, Yue Longqiang, Duan Xiaohua, Yang Weimin, Xiao Hua'an, Peng Jianqiang, Huang Hongyun, Xiang Hua, Song Xiaoping, Liao Changguang and Wang Huadong.

The Directors jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Subscriber) contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement (other than those expressed by the Subscriber) 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.

The sole director of the Subscriber and the directors of USUM jointly and severally accept full responsibility for the accuracy of the information (other than that relating to the Group) contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinion expressed in this announcement (other than those expressed by the Group) 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.