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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)

SUPPLEMENTAL ANNOUNCEMENT IN RELATION TO THE POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 15 MAY 2015

References are made to the notice of the EGM (the “EGM Notice”) of Chiho-Tiande Group Limited (the “Company”) and the circular of the Company (the “First Circular”) both dated 28 April 2015 in respect of, among other things, the Second Subscription Agreement, the Subscription Whitewash Waiver, the CB Whitewash Waiver, and the announcement (the “Announcement”) of the Company dated 15 May 2015 in relation to the poll results of the EGM. Terms used herein shall have the same meanings as defined in the First Circular unless the context otherwise requires.

Shareholding structure of the Company following the EGM

As disclosed in the Announcement, the resolutions to approve the Second Subscription Agreement, the Subscription Whitewash Waiver and the CB Whitewash Waiver were duly passed by the Shareholders at the EGM, all by way of poll. As at the date of the EGM, there were a total number of 1,256,488,706 Shares in issue and the shareholding structure of the Company was as follows:

Shareholders	As at the date of the EGM		Immediately after the completion of the Second Subscription		Immediately after the full exercise of the conversion rights attaching to the Sims Bonds	
	Shares	%	Shares	%	Shares	%
Directors						
Mr. Fang	7,014,000	0.56	7,014,000	0.46	7,014,000	0.45
Mr. Gu Liyong	425,000	0.03	425,000	0.03	425,000	0.03
Substantial Shareholders						
HWH (Note 1)	434,103,256	34.55	434,103,256	28.76	434,103,256	27.79
Tai Security Holding Limited	176,197,990	14.02	176,197,990	11.67	176,197,990	11.28
Good Union Hong Kong Investment Limited	120,000,000	9.55	120,000,000	7.95	120,000,000	7.68
	(Note 2)		(Note 2)		(Note 2)	
The Subscriber and parties acting in concert with it	203,900,000	16.23	456,900,000	30.27	509,500,000	32.62

Shareholders	As at the date of the EGM		Immediately after the completion of the Second Subscription		Immediately after the full exercise of the conversion rights attaching to the Sims Bonds	
	Shares	%	Shares	%	Shares	%
<i>Other Public Shareholders</i>	314,848,460 <i>(Note 2)</i>	25.06	314,848,460 <i>(Note 2)</i>	20.86	314,848,460 <i>(Note 2)</i>	20.15
Total	1,256,488,706	100.00	1,509,488,706	100.00	1,562,088,706	100.00

Notes:

1. HWH is wholly-owned by, and hence an associate of, Mr. Fang.
2. The Shares held by Good Union Hong Kong Investment Limited are regarded as Shares held by the public Shareholders, who together (i) held approximately 34.61% of the total issued share capital of the Company as at the date of the EGM; (ii) will hold approximately 28.81% of the total issued share capital of the Company immediately after the completion of the Second Subscription and (iii) will hold approximately 27.83% of the total issued share capital of the Company immediately after the full exercise of the conversion rights attaching to the Sims Bonds, assuming that the CB Purchase Agreement has been completed.

In respect of the resolutions no. 1, 2 and 3 in the EGM Notice (i.e. the ordinary resolutions for approving the Second Subscription Agreement, the Subscription Whitewash Waiver and the CB Whitewash Waiver, respectively), there were a total number of 611,471,450 Shares entitling the holders thereof to attend and vote in favour of or against such resolutions at the EGM. There were no Shares entitling the holders thereof to attend and abstain from voting in favour of such resolutions at the EGM. The Subscriber (i.e. USUM Investment Group Hong Kong Limited) and parties acting in concert with it, who together held a total number of 203,900,000 Shares (representing approximately 16.23% of the issued share capital of the Company) as at the date of the EGM and Mr. Fang and parties acting in concert with him (i.e. HWH), who together held a total number of 441,117,256 Shares (representing approximately 35.11% of the issued share capital of the Company) as at the date of EGM, were required to abstain from voting on such resolutions and had done so at the EGM.

The poll results in respect of the resolutions no. 1, 2 and 3 in the EGM Notice were as follows:

	Resolutions	Number of Votes (%)		Abstain
		For	Against	
1.	To approve, confirm and ratify the Second Subscription Agreement and to authorize any one or more directors of the Company to allot and issue the Second Subscription Shares, 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.	527,349,744 (100%)	0 (0%)	645,017,256
2.	To approve the Subscription Whitewash Waiver.	527,349,744 (100%)	0 (0%)	645,017,256
3.	To approve the CB Whitewash Waiver.	527,349,744 (100%)	0 (0%)	645,017,256

Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office, was appointed as the scrutineer for the vote-taking at the EGM.

Shareholders may refer to the First Circular for details of the above resolutions proposed at the EGM. The First Circular may be viewed and downloaded from the Company's website at www.chiho-tiande.com or the designated website of The Hong Kong Exchanges and Clearing Limited at www.hkexnews.hk.

Under Rule 12.1 of the Takeovers Code, certain Takeovers Code-related announcements, including an announcement on the results of the EGM published pursuant to paragraph 6(a) of Schedule VI to the Takeovers Code, must not be published until the Executive has confirmed that it has no further comments. Owing to an inadvertent oversight of the relevant requirement under the Takeovers Code, the Announcement was published before the Company had obtained the Executive's pre-clearance and the Company acknowledges for this inadvertent oversight.

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

Hong Kong, 18 May 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

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.