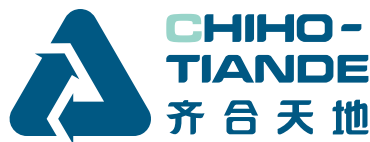


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CHIHO-TIANDE GROUP LIMITED

齊合天地集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 976)

COMPLETION OF SUBSCRIPTION OF NEW SHARES UNDER THE SPECIFIC MANDATE

The Board is pleased to announce that all conditions precedent set out in the Second Subscription Agreement have been fulfilled and the Second Subscription was completed on 29 May 2015, and the Second Subscription Shares, being 253 million new Shares, were allotted and issued to the Subscriber on 29 May 2015 in accordance with the terms and conditions of the Second Subscription Agreement. The Second Subscription Shares represent approximately 16.76% of the issued share capital of the Company as enlarged by the Second Subscription Shares as at the date of this announcement.

Reference is made to the announcement of Chiho-Tiande Group Limited (the “**Company**”) dated 27 March 2015 and the circular of the Company (the “**Circular**”) dated 28 April 2015 in respect of, among other things, the Second Subscription Agreement, the Subscription Whitewash Waiver and the CB Whitewash Waiver. Terms used herein shall have the same meanings as defined in the Circular unless the context otherwise requires.

COMPLETION OF THE SECOND SUBSCRIPTION AGREEMENT

The Board is pleased to announce that all conditions precedent set out in the Second Subscription Agreement have been fulfilled and the Second Subscription was completed on 29 May 2015. The Second Subscription Shares, being 253 million new Shares, were allotted and issued to the Subscriber on 29 May 2015 in accordance with the terms and conditions of the Second Subscription Agreement.

The Second Subscription Shares represent approximately 20.14% of the issued share capital of the Company immediately before completion of the Second Subscription Agreement (based on a total of 1,256,488,706 Shares in issue immediately before completion of the Second Subscription), and approximately 16.76% of the issued share capital of the Company as enlarged by the Second Subscription Shares as at the date of this announcement.

The Second Subscription Shares were issued by the Company under the Specific Mandate approved by the Independent Shareholders at the EGM held on 15 May 2015. The net proceeds from the Second Subscription (after deduction of all relevant costs and expenses) amounted to approximately HK\$2,278.03 million.

Immediately before completion of the Second Subscription Agreement, the Subscriber and parties acting in concert with it held 203,900,000 Shares, representing approximately 16.23% of the then issued share capital of the Company. Set out below is the shareholding structure of the Company (a) as at the date of this announcement; and (b) immediately after the full exercise of the conversion rights attaching to the Sims Bonds:

Shareholders	As at the date of this announcement		Immediately after the full exercise of the conversion rights attaching to the Sims Bonds	
	Shares	%	Shares	%
Directors				
Mr. Fang	7,014,000	0.46	7,014,000	0.45
Mr. Gu Liyong	425,000	0.03	425,000	0.03
Substantial Shareholders				
HWH (Note)	434,103,256	28.76	434,103,256	27.79
Tai Security Holding Limited	176,197,990	11.67	176,197,990	11.28
The Subscriber and parties acting in concert with it	456,900,000	30.27	509,500,000	32.62
Public Shareholders	<u>434,848,460</u>	<u>28.81</u>	<u>434,848,460</u>	<u>27.83</u>
Total	<u><u>1,509,488,706</u></u>	<u><u>100.00</u></u>	<u><u>1,562,088,706</u></u>	<u><u>100.00</u></u>

Note: HWH is wholly-owned by, and hence an associate of, Mr. Fang.

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

Hong Kong, 29 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.