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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 THE PURCHASE OF CONVERTIBLE BONDS BY USUM INVESTMENT GROUP HONG KONG LIMITED**

The Company has been informed that completion of the CB Purchase Agreement took place on 3 June 2015.

Reference is made to the circular of Chiho-Tiande Group Limited (the “**Company**”) dated 11 April 2015 in relation to, among other things, the CB Purchase Agreement (the “**First Circular**”) and the circular of the Company dated 28 April 2015 in relation, among other things, the CB Whitewash Waiver. Terms used herein shall have the same meanings as defined in the First Circular unless the context otherwise requires.

#### **COMPLETION OF THE CB PURCHASE AGREEMENT**

The Company has been informed that completion of the CB Purchase Agreement took place on 3 June 2015, pursuant to which USUMHK acquired from Sims the Sims Bonds, being Convertible Bonds in the aggregate principal amount of HK\$315,600,000.

USUMHK and parties acting in concert with it together held 456,900,000 Shares, representing approximately 30.27% of the 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:

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

*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, 3 June 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.*