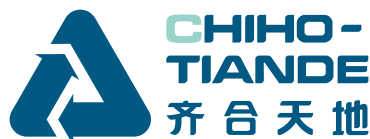


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CHIHO-TIANDE GROUP LIMITED

齊合天地集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 976)

ISSUE OF CONVERSION SHARES TO USUM INVESTMENT GROUP HONG KONG LIMITED

Reference is made to (i) 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**”); (ii) the circular of the Company dated 28 April 2015 in relation, among other things, the CB Whitewash Waiver; (iii) the announcement of the Company dated 3 June 2015 in relation to the completion of the CB Purchase Agreement; and (iv) the announcement of the Company dated 5 June 2015 in relation to the receipt of the conversion notice from USUMHK. Terms used herein shall have the same meanings as defined in the First Circular unless the context otherwise requires.

Following the receipt of the conversion notice from USUMHK for the conversion of the Convertible Bonds in the aggregate amount of HK\$315,600,000 in full on 5 June 2015, on 15 June 2015, the Company issued a total number of 52,600,000 Conversion Shares to USUMHK (the “**USUMHK Conversion Shares**”).

The USUMHK Conversion Shares represent approximately 3.43% of the issued share capital of the Company immediately before the issue of the USUMHK Conversion Shares and approximately 3.32% of the issued share capital of the Company as enlarged by the issue of the USUMHK Conversion Shares.

Set out below is the shareholding structure of the Company (a) immediately before the issue of the USUMHK Conversion Shares; and (b) immediately after the issue of the USUMHK Conversion Shares and as at the date of this announcement:

Shareholders	Immediately before the issue of the USUMHK Conversion Shares		Immediately after the issue of the USUMHK Conversion Shares and as at the date of this announcement	
	Shares	%	Shares	%
Directors				
Mr. Fang	7,014,000	0.46	7,014,000	0.44
Mr. Gu Liyong	425,000	0.03	425,000	0.03
Substantial Shareholders				
HWH (Note)	434,103,256	28.33	434,103,256	27.39
Tai Security Holding Limited	176,197,990	11.50	176,197,990	11.12
The Subscriber and parties acting in concert with it	456,900,000	29.82	509,500,000	32.15
Public Shareholders	<u>457,629,460</u>	<u>29.86</u>	<u>457,629,460</u>	<u>28.87</u>
Total	<u><u>1,532,269,706</u></u>	<u><u>100.00</u></u>	<u><u>1,584,869,706</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, 15 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.