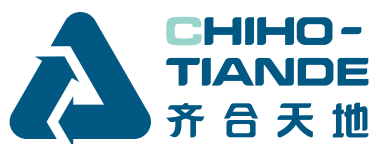


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CHIHO-TIANDE GROUP LIMITED
齊合天地集團有限公司
(Incorporated in the Cayman Islands with limited liability)
(Stock code: 976)

HOLDING ANNOUNCEMENT

Reference is made to the announcement of Chiho-Tiande Group Limited (the “**Company**”) dated 23 October 2015 (the “**1st Announcement**”) in relation to, among other things, certain financing arrangements involving USUM Investment Group Hong Kong Limited (“**USUM**”), HWH and Mr. Fang, and the announcement of the Company dated 18 December 2015 in relation to the suspension of trading in the Company’s shares (the “**Shares**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) pending the release by the Company of an announcement (the “**Announcement**”) in relation to the exercise of an option by USUM, the controlling shareholder of the Company and in relation to The Code on Takeovers and Mergers (the “**Takeovers Code**”) and inside information. Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the 1st Announcement.

The board of directors of the Company wishes to provide an update to the shareholders and potential investors of the Company regarding the latest development concerning the suspension of trading in the Shares.

The Company has been informed that, on 17 December 2015 (after trading hours), USUM exercised the Option pursuant to the Deed dated 23 October 2015, requiring HWH to transfer to it all but not part of the Option Shares at the price of HK\$3.50 per Share, totalling HK\$1,364,255,396 (the “**Transfer**”). The Option Shares represent approximately 24.54% of the issued share capital of the Company as at the date of this announcement. In accordance with the terms of the Deed, the Transfer was completed on 22 December 2015.

Immediately prior to the transfer of the Option Shares, USUM and parties acting in concert with it (the “**Concert Parties**”) (other than HWH) collectively held a total of 509,500,000 Shares, representing approximately 32.07% of the issued share capital of the Company. Upon the completion of the Transfer and as at the date of this announcement, USUM and the Concert Parties collectively held a total of 899,287,256 Shares, representing approximately 56.61% of the issued share capital of the Company.

USUM is required to make a mandatory general offer to (i) acquire the entire issued share capital of the Company not already owned or agreed to be acquired by USUM and the Concert Parties, (ii) acquire the outstanding 4% coupon convertible bonds with an initial conversion price of HK\$6 per Share which, as at the date of this announcement, had an aggregate principal amount of HK\$380,200,000, and (iii) cancel all the share options (with an exercise price of HK\$4.186 per Share), totalling 2,188,000 share options as at the date of this announcement, granted by the Company pursuant to the post-IPO share option scheme adopted by the Company on 23 June 2010 pursuant to the Takeovers Code.

The Company and USUM are currently in the process of preparing the Announcement. The Announcement will be published in accordance with the Rules Governing the Listing of Securities on the Stock Exchange and the Takeovers Code by the Company and USUM as soon as practicable.

All associates of the Company and USUM and the Concert Parties are reminded to disclose their dealings in any relevant securities of the Company.

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

“Responsibilities of stockbrokers, banks and other intermediaries

Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 of the Takeovers Code and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant rules of the Takeovers Code. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than HK\$1 million.

This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.

Intermediaries are expected to co-operate with the Executive (as such term is defined in the Takeovers Code) in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive (as such term is defined in the Takeovers Code) with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

Trading in the Shares on the Stock Exchange has been suspended with effect from 9:00 a.m. on Friday, 18 December 2015 and will remain suspended pending the release of the Announcement.

By order of the board of
Chiho-Tiande Group Limited
Zhang Mingjie
Executive Director

Hong Kong, 29 December 2015

As at the date of this announcement, the Board of Directors of the Company comprises:

Executive Directors: Tu Jianhua, Fang Ankong, Zhang Mingjie, Meng Yi

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 enquires, 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.