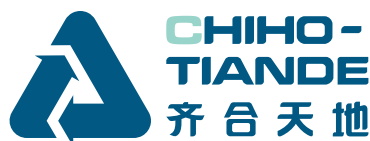


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CHIHO-TIANDE GROUP LIMITED

齊合天地集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 976)

ANNOUNCEMENT PURSUANT TO RULE 3.8 OF THE CODE

Reference is made to (1) the Joint Announcement pursuant to which the Offeror and the Company jointly announced on 4 January 2016 that China Galaxy would, on behalf of the Offeror, make the unconditional mandatory general cash offers to acquire: (i) all of the issued Shares; (ii) all outstanding Convertible Bonds and (iii) in exchange for cash, to cancel all outstanding Share Options, of the Company (other than those already owned or agreed to be acquired by the Offeror and its Concert Parties); and (2) the composite offer and response document (the “**Composite Document**”) dated 25 January 2016 issued jointly by the Company and the Offeror in relation to, among other things, the Offers. Unless otherwise stated, capitalized terms used in this announcement shall have the same meanings as those defined in the Composite Document.

UPDATE ON THE NUMBER OF RELEVANT SECURITIES IN ISSUE

On 31 January 2016 and 3 February 2016, certain employees of the Group who were Optionholders have terminated their employment with the Group, therefore a total of 620,000 Share Options (corresponding to 620,000 new Shares) have lapsed pursuant to the terms of the Share Option Scheme. Accordingly, as at the date of this announcement, (i) there were 1,588,514,706 Shares in issue; (ii) the total outstanding Convertible Bonds were in the aggregate principal amount of HK\$380,200,000 and would confer rights to the Convertible Bondholders to convert approximately 63,366,667 new Shares; and (iii) there were 1,568,000 Share Options (corresponding to 1,568,000 new Shares) at an exercise price of HK\$4.186 per Share granted by the Company pursuant to the Share Option Scheme and remain outstanding. Save for the aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Code) in issue as at the date of this announcement.

DEALINGS DISCLOSURE

In accordance with Rule 3.8 of the Code, the associates (as defined in the Code which includes, among others, any person who owns or controls 5% or more of any class of relevant securities (as defined in Note 4 to Rule 22 of the Code) of the Company or the Offeror) are reminded to disclose their dealings in the securities of the Company under Rule 22 of the Code.

In accordance with Rule 3.8 of the Code, reproduced below is the full text of Note 11 to Rule 22 of the Code in relation to the 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 (including shareholders holding 5% of the relevant securities under class (6) of the definition of “associate”) and other persons under Rule 22 of the 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 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 \$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 defined in the Code) in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive (as defined in the Code) with relevant information as to those dealings, including identities of clients, as part of that co-operation.”

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

Hong Kong, 11 February 2016

As at the date of this announcement, the Board comprises four executive directors, being Mr. Tu Jianhua, Mr. Fang Ankong, Mr. Zhang Mingjie and Mr. Meng Yi, and three independent non-executive directors, being Dr. Loke Yu, Ms. Zhang Jingdong and Mr. 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 inquiries, 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.