

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liabilities whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

UPDATE ANNOUNCEMENT: SALE AND TRANSFER AGREEMENT RELATING TO THE TTC LOAN

The Company refers to its announcement made on 20 July 2016 (the “**Announcement**”) in relation to, among other things, the intended acquisition and waiver of the TTC Loan. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

As disclosed in the Announcement, as part of the Restructuring Steps, CRDL intends to acquire, prior to the Restructuring Closing Date, the TTC Loan of EUR60 million (equivalent to approximately HK\$534 million) from Scholz Beteiligungsgesellschaft for a nominal consideration of EUR1 (equivalent to approximately HK\$8.90).

The Board is pleased to announce that on 4 August 2016 (after trading hours), a sale and transfer agreement was entered into among CRDL (as purchaser), Scholz Beteiligungsgesellschaft (as seller) and Scholz Holding, pursuant to which CRDL acquired the TTC Loan from Scholz Beteiligungsgesellschaft for a nominal consideration of EUR1 (equivalent to approximately HK\$8.90).

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, Scholz Beteiligungsgesellschaft, Scholz Holding and their respective ultimate beneficial owners are independent of the Company and its connected persons.

As stated in the Announcement, the entering into of the Restructuring Agreement is part of a series of steps taken by the Company to prepare for the Potential Equity Acquisition (through a separate transaction) in the near future and the Restructuring Steps are deemed necessary to facilitate the significant deleveraging of Scholz Group and to enhance its long-term economic performance. The TTC Loan was originally owed by Scholz Holding to Scholz Beteiligungsgesellschaft (a trustee of a double-sided trust arrangement in respect of the shares in Scholz Holding, whereas Scholz Beteiligungsgesellschaft is an independent entity acting as trustee for the senior lenders of Scholz Group

and for Scholz Group). Scholz Beteiligungsgesellschaft (in its capacity as a trustee of a double-sided trust arrangement) would need to take considerable time to release the TTC Loan. Therefore, in order to facilitate the debt restructuring of Scholz Group and deleverage Scholz Holding, CRDL is willing to undertake the interim arrangement to acquire the TTC Loan from Scholz Beteiligungsgesellschaft for a nominal consideration of EUR1 (equivalent to approximately HK\$8.90) and irrevocably release the TTC Loan with immediate effect on the Restructuring Closing Date.

In this announcement and for illustration purposes only, amounts denominated in EUR have been converted into HK\$ at the rate of EUR1 = HK\$8.9.

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

Hong Kong, 5 August 2016

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

Executive Directors: Tu Jianhua, Zhang Jun, Qin Yongming

Independent Non-executive Directors: Loke Yu, Zhang Jingdong, Zhu Dajian