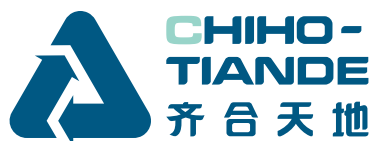


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## **CHIHO-TIANDE GROUP LIMITED**

### **齊合天地集團有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 976)**

### **DISCLOSURE PURSUANT TO RULE 13.18 OF THE LISTING RULES**

This announcement is made by Chiho-Tiande Group Limited (the “**Company**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

On 19 December 2016, the Company as issuer entered into a subscriptions agreement (“**Subscriptions Agreement**”) with an independent third party institution (the “**Subscriber**”) pursuant to which the Company agrees to issue and the Subscriber agrees to subscribe for certain notes (“**Notes**”) in the principal amount of US\$200,000,000 due 2018.

Pursuant to the Subscriptions Agreement, Mr. Tu Jianhua (“**Mr. Tu**”) and USUM Investment Group Hong Kong Limited 渝商投資集團(香港)有限公司 (“**USUMHK**”) shall also provide a personal guarantee and a corporate guarantee, respectively, in favour of the Subscriber to secure, among others, the due and punctual observance and performance by the Company under the Subscriptions Agreement and other documents.

Pursuant to the terms of the Notes, it will be an event of default if, among others, (i) USUMHK ceases to beneficially own (directly or indirectly) at all times a shareholding in the Company representing the single largest shareholding in the Company, or (ii) USUMHK ceases at all times to be controlled by Mr. Tu and Mr. Tu ceases to be the single largest shareholder of USUMHK. For the purposes of this clause, "control" of each person means (whether by way of ownership of shares, proxy, contract, agency or otherwise): (a) having the power to cast, or control the casting of 40% of the votes that might be cast at a general meeting of such person; or (b) having the power to appoint a majority of the board of directors or remove any director of such person; or (c) having the power or ability to influence the management and financial policies of such person. If any event of default occurs, the Subscriber may require the Notes to be repaid immediately. As at the date of this announcement, USUMHK owns 62.29% of the total issued share capital of the Company and Mr. Tu indirectly owns 42.10% of the total issued share capital of USUMHK.

The Company will make continuing disclosure in its subsequent interim and annual reports pursuant to the requirements of Rule 13.21 of the Listing Rules as long as the abovementioned obligations continue to exist.

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

Hong Kong, 19 December 2016

As at the date of this announcement, the board of directors of the Company comprises:

*Executive directors:*

Tu Jianhua, Qin Yongming, Liu Huaiyu

*Independent non-executive directors:*

Loke Yu, Zhu Dajian, Qian Liping