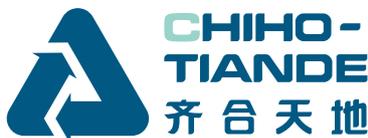


*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liabilities whatsoever for any loss howsoever arising from or in reliance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

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 17 FEBRUARY 2017**

The Board is pleased to announce that at the EGM held on 17 February 2017, the resolution relating to the Sales Framework Agreement and the transactions contemplated thereunder and the proposed Annual Caps was duly passed by the Independent Shareholders and the resolution in relation to the refreshment of the Scheme Mandate Limit of the Post-IPO Share Option Scheme as set out in the notice convening the EGM was duly passed by the Shareholders, both by way of poll.

References are made to the notice of the EGM of Chiho-Tiande Group Limited (the “**Company**”) and the circular of the Company (the “**Circular**”) both dated 27 January 2017 in respect of the Sales Framework Agreement and the proposed Annual Caps, and the Proposed Refreshment of the Scheme Mandate Limit under the Post-IPO Share Option Scheme. Unless the context otherwise requires, capitalized terms used herein shall have the same meanings as those defined in the Circular.

#### **RESULTS OF THE EGM**

The Board is pleased to announce that at the EGM held on 17 February 2017, the resolution relating to the Sales Framework Agreement and the transactions contemplated thereunder and the proposed Annual Caps was duly passed by the Independent Shareholders and the resolution in relation to the refreshment of the Scheme Mandate Limit of the Post-IPO Share Option Scheme as set out in the notice convening the EGM was duly passed by the Shareholders, both by way of poll.

As at the date of the EGM, there were a total number of 1,619,738,291 Shares in issue.

Mr. Tu Jianhua together with his associates, who were in aggregate interested in 1,008,885,181 Shares, representing approximately 62.29% of the total number of issued Shares, were required to abstain and had abstained from voting on the resolution no. 1 as set out in the notice convening the EGM (i.e. the ordinary resolution for approving, among other things, the entering into of the Sales Framework Agreement and the transactions contemplated thereunder and the proposed Annual Caps). Accordingly, the total number of shares held by the Independent Shareholders who were entitled to attend and vote for or against the resolution no. 1 at the EGM was 610,853,110 Shares.

None of the Shareholders was required to abstain from voting on the resolution no. 2 as set out in the notice convening the EGM (i.e. the ordinary resolution for approving the refreshment of the Scheme Mandate Limit under the Post-IPO Share Option Scheme).

Save as disclosed above, there were no restrictions on any Shareholders casting votes on the resolutions proposed at the EGM. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the EGM as set out in Rule 13.40 of the Listing Rules.

The poll result in respect of the resolutions proposed at the EGM was as follows:

Ordinary Resolution		Number of Votes (%)		Total Votes
		For	Against	
1	(a) To approve the entering into of the Sales Framework Agreement and the transactions contemplated thereunder; (b) to approve the proposed Annual Caps as defined and described in the Circular; and (c) to authorise any one or more of the Directors to, for and on behalf of the Company, execute all such other documents and agreements and do all such acts and things as they may in their discretion consider to be necessary, desirable, or expedient to implement and/or give effect to the Sales Framework Agreement and the transactions contemplated thereunder and all matters ancillary or incidental thereto.	35,452,731 (100.0%)	0 (0.0%)	35,452,731
2	To approve the refreshment of the Scheme Mandate Limit of the Post-IPO Share Option Scheme as set out in the notice convening the EGM.	1,041,472,914 (99.7%)	2,864,998 (0.3%)	1,044,337,912

As more than 50% of the votes were cast in favour of the resolutions above, all of them were duly passed as ordinary resolutions of the Company.

Computershare Hong Kong Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office, was appointed as the scrutineer for the vote-taking at the EGM.

Shareholders may refer to the Circular for details of the above resolution proposed at the EGM. The Circular may be viewed and downloaded from the Company's website at [www.chiho-tiande.com](http://www.chiho-tiande.com) or the designated website of The Hong Kong Exchanges and Clearing Limited at [www.hkexnews.hk](http://www.hkexnews.hk).

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

Hong Kong, 17 February 2017

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