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天安中國投資有限公司

TIAN AN CHINA INVESTMENTS COMPANY LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 28)

ANNOUNCEMENT IN RELATION TO RULE 3.10A OF THE LISTING RULES

This announcement is made by Tian An China Investments Company Limited (the “**Company**”) in relation to Rule 3.10A of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

To promote corporate governance among listed issuers, the Stock Exchange introduced a series of amendments to the Corporate Governance Code and the Listing Rules in 2012. As part of these amendments, a new Rule 3.10A of the Listing Rules was introduced where independent non-executive directors of a listed issuer must represent at least one-third of the board by 31st December, 2012.

As at the date of this announcement, the board of directors (the “**Board**”) of the Company comprises a total of 5 Executive Directors, 4 Non-Executive Directors and 4 Independent Non-Executive Directors, with less than one-third of its members as Independent Non-Executive Directors. In order to comply with Rule 3.10A of the Listing Rules, the Company has been contemplating possible changes to the composition of the Board including but not limited to the appointment of an additional Independent Non-Executive Director or seeking the resignation of an existing Director of the Company.

Taking into consideration of the importance of any decision to be made with respect to the composition of the Board and the present progress of negotiations with potential candidates, the Company requires more time to finalise the decision. The Company will endeavour to comply with Rule 3.10A of the Listing Rules as soon as possible and further announcement will be made in relation to any change to the composition of the Board as and when necessary.

On behalf of the Board
Tian An China Investments Company Limited
Edwin Lo King Yau
Executive Director

Hong Kong, 31st December, 2012

As at the date of this announcement, the Board comprises Mr. Song Zengbin (Deputy Chairman), Mr. Patrick Lee Seng Wei (Managing Director), Mr. Ma Sun (Deputy Managing Director), Mr. Edwin Lo King Yau and Mr. Tao Tsan Sang being the Executive Directors; Mr. Lee Seng Hui (Chairman), Mr. Ng Qing Hai, Dr. Moses Cheng Mo Chi and Mr. Lee Shu Yin being the Non-Executive Directors; and Mr. Francis J. Chang Chu Fai, Mr. Jin Hui Zhi, Mr. Ngai Wah Sang and Ms. Lisa Yang Lai Sum being the Independent Non-Executive Directors.