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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)

**DISCLOSEABLE TRANSACTION –
PROVISION OF GUARANTEE
AND
ANNOUNCEMENT PURSUANT TO RULE 13.16
OF THE LISTING RULES**

On 8th November, 2013, Tian An (Shenzhen) (an indirect wholly-owned subsidiary of the Company) entered into the Guarantee in favour of the Bank, pursuant to which Tian An (Shenzhen) agreed to provide guarantee in respect of repayment obligations of the Loan in the amount of RMB1,300,000,000 (equivalent to approximately HK\$1,625,000,000) granted to the Borrower (a joint venture owned as to 50% by each of Tian An (Shenzhen) and Junye Company) by the Bank with an eight-year amortisation schedule. On the same date, Junye Company also entered into a guarantee which is in a form substantially the same as the Guarantee in favour of the Bank to provide guarantee for the repayment obligations of the Borrower under the Loan Agreement.

The Transaction, on a stand-alone basis and when aggregating with the January Guarantee Transaction pursuant to Rule 14.22 of the Listing Rules, constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules as the relevant Percentage Ratio(s) in respect of the Transaction, on a stand-alone basis and on an aggregated basis, exceeds 5% but is less than 25%.

As at the date of this announcement, the aggregate principal amount covered by all the financial assistance provided by the Company to, and guarantees given by the Company for banking facilities granted to, the affiliated companies of the Company (including the Guarantee) exceeds 8% of the assets ratio under Rule 14.07(1) of the Listing Rules. Accordingly, this announcement is also made pursuant to Rule 13.16 of the Listing Rules.

INTRODUCTION

On 8th November, 2013, the Borrower, a joint venture of the Company, entered into the Loan Agreement with the Bank.

On 8th November, 2013, the Guarantee was entered into by Tian An (Shenzhen), being the shareholder holding 50% equity interest in the Borrower, at the request and in favour of the Bank to guarantee the repayment obligations of the Borrower under the Loan Agreement. In addition, Junye Company entered into a guarantee which is in a form substantially the same as the Guarantee in favour of the Bank to guarantee the repayment obligations of the Borrower under the Loan Agreement.

At the request of the Bank, a personal guarantee was also given in favour of the Bank by each of a shareholder of Junye Company and a director of the Borrower, who, other than being a shareholder of Junye Company and a director of the Borrower respectively, to the best of the Directors' knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected persons, to secure the repayment obligations of the Borrower under the Loan Agreement.

It was agreed in the Memorandum that as shareholders of the Borrower, each of Tian An (Shenzhen) and Junye Company shall be responsible collectively for any liability incurred by the Borrower under the Loan Agreement in accordance with the terms therein.

THE GUARANTEE

Date: 8th November, 2013

Parties: (1) Tian An (Shenzhen), as guarantor for the Guarantee; and
(2) the Bank, as lender for the Loan Agreement.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Bank and its ultimate beneficial owners are third parties independent of the Company and its connected persons.

Principal terms of the Guarantee

The principal terms of the Guarantee are as follows:

Term: commencing from the date of the Guarantee and ending on the date of two years after the expiry of the term of the Loan Agreement.

Consideration: Tian An (Shenzhen) shall not receive any fee or commission for providing the Guarantee.

Scope of Guarantee: including the amount of the Loan together with any interest, penalties, liquidated damages and other relevant expenses for the realisation of the Bank's rights incurred.

ARRANGEMENT BETWEEN TIAN AN (SHENZHEN) AND JUNYE COMPANY

In order to ensure that shareholders of the Borrower shall shoulder the liability under the Loan Agreement in proportion to their respective shareholdings, Tian An (Shenzhen), Junye Company, a shareholder of Junye Company and a director of the Borrower entered into the Memorandum, pursuant to which it was proposed that each of them to provide guarantee and in particular, each of Tian An (Shenzhen) and Junye Company to provide guarantee in proportion to their respective shareholdings in the Borrower in respect of the repayment obligations under the Loan Agreement. In order to reflect this consensus, it was agreed in the event that the Bank enforces the guarantee and recovers payment from Tian An (Shenzhen) or Junye Company, which exceeds the proportion that the shareholder should be responsible for according to its shareholding in the Borrower, the other shareholder shall repay such excess to the shareholder making the payment to the Bank, failing which, the non-paying shareholder shall transfer its shareholding interest in the Borrower to the shareholder who makes the payment, with reference to the excess payment amount.

REASONS FOR AND BENEFITS OF THE TRANSACTION

The Directors consider that the provision of the Guarantee will facilitate the Borrower meeting the financial needs relating to the payment of demolition costs and construction costs incurred under an urban renewal project.

The Directors, after due consideration, agreed to provide the Guarantee and are of the view that the provision of the Guarantee to the Borrower will facilitate the implementation of the urban renewal project.

The Directors are of the view that the terms of the Guarantee are entered into on normal commercial terms and the terms of the Transaction are fair and reasonable and in the interests of the Company and its shareholders as a whole.

INFORMATION ABOUT THE COMPANY AND THE BANK

The Company

The Company is incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange. The principal business activity of the Company is investment holding. The Group is engaged principally in the development of high-end apartments, villas, office buildings and commercial properties, property investment and property management, as well as the manufacture, sales and trading of cement and clinker in the PRC.

The Bank

The Bank is a licensed commercial bank in the PRC and they provide a variety of financial products and services to corporate and personal banking customers.

IMPLICATIONS UNDER CHAPTER 14 OF THE LISTING RULES

As at the date of this announcement, in addition to the Transaction, Tian An (Shenzhen) has also provided a guarantee in favour of a bank in respect of a loan granted to the Borrower in the amount of RMB180,000,000 (equivalent to approximately HK\$225,000,000) as detailed in the January Announcement. The guarantee in respect of a loan granted to the Borrower by the Bank in the amount of RMB250,000,000 (equivalent to approximately HK\$312,500,000) as detailed in the January Announcement has already been discharged.

The Transaction, on a stand-alone basis and when aggregating with the January Guarantee Transaction pursuant to Rule 14.22 of the Listing Rules, constitutes a discloseable transaction of the Company under Chapter 14 of the Listing Rules as the relevant Percentage Ratio(s) in respect of the Transaction, on a stand-alone basis and on an aggregated basis, exceeds 5% but is less than 25%.

DISCLOSURE PURSUANT TO RULE 13.16 OF THE LISTING RULES

As at the date of this announcement, the financial assistance to, and guarantees given by the Company for banking facilities granted to, the affiliated companies of the Company named in the first column in the table below, in aggregate amounts to approximately HK\$2,331,543,000 which represents approximately 8.80% of the total assets of the Company, exceeding 8% of the assets ratio under Rule 14.07(1) of the Listing Rules. Details of such financial assistance and guarantees as required to be disclosed under Rule 13.16 of the Listing Rules as at the date of this announcement are as follows:

Name of the affiliated companies	Company's equity interest in affiliated companies	Amount of loan due from affiliated companies (note 1) HK\$'000	Amount guaranteed by the Group for banking facilities granted to affiliated companies HK\$'000	Total amount of financial assistance and guarantees HK\$'000
The Borrower	50%	–	1,625,000 (note 4)	1,625,000
The Borrower	50%	–	225,000 (note 5)	225,000
CBI Lakeside Development Limited	50%	2,563	–	2,563
Multi Major Investment Corporation	50%	7,531	–	7,531
SunCore Holdings Ltd	50%	34,254	–	34,254
TA SHK Financial Investments Company Limited	50%	9	–	9
Tian An CAC Capital Limited	40%	73	–	73
Ultimate Success Investment Corporation	50%	2,312	–	2,312
武漢天安大酒店有限公司 (Wuhan Tian An Hotel Co., Ltd.*)	55%	38,608	–	38,608
恒華投資股份有限公司 (Hereng Hwa Investment Co., Ltd.*)	50%	–	48,469 (note 6)	48,469
深圳天安物業管理有限公司 (Shenzhen Tian An Property Management Co., Ltd.*)	50%	7,030 (note 2)	–	7,030
天安數碼城(集團)有限公司 (Tianan Cyber Park Group Co., Ltd.*)	50%	340,694 (note 3)	–	340,694
				2,331,543

Notes:

1. *These amounts of loan due from the affiliated companies are unsecured, non-interest bearing and have no fixed term of repayment.*
2. *This amount represents (i) advance by the Group of approximately HK\$2,491,000; and (ii) dividends receivable of approximately HK\$4,539,000.*
3. *This amount represents (i) advance by the Group of approximately HK\$15,886,000; and (ii) dividends receivable of approximately HK\$324,808,000.*
4. *This amount represents the guarantee provided by the Group under the Transaction and none is utilised by the Borrower as at the date of this announcement.*
5. *The entire amount of this banking facility has been utilised by the affiliated company.*
6. *This amount represents (i) 50% of the total amount of facility made available by a bank to the affiliated company; and (ii) 50% of the total amount utilised by the affiliated company under the aforesaid banking facility. The Company guarantees the repayment obligation of the affiliated company under the aforesaid banking facility on a several basis in proportion to the Company's shareholding in the affiliated company.*

DEFINITIONS

“Bank”	a licensed commercial bank in the PRC, being the lender under the Loan Agreement
“Board”	the board of Directors
“Borrower”	深圳天安駿業投資發展有限公司 (Shenzhen Tian An Junye Investments Development Co., Ltd.*), a company established in the PRC with limited liability (a joint venture whose equity interest is held as to 50% by each of Tian An (Shenzhen) and Junye Company), being the borrower under the Loan Agreement
“Company”	Tian An China Investments Company Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board of the Stock Exchange
“connected persons”	having the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Guarantee”	the deed of guarantee entered into between Tian An (Shenzhen) as guarantor in favour of the Bank dated 8th November, 2013, pursuant to which Tian An (Shenzhen) agrees to pay and satisfy to the Bank all sums of monies, debts and liabilities owing or incurred, due but unpaid to the Bank from or by the Borrower under the Loan Agreement
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People's Republic of China

“January Announcement”	an announcement of the Company relating to the provision of guarantees dated 30th January, 2013
“January Guarantee Transaction”	the provision of guarantee by Tian An (Shenzhen) in favour of a bank in respect of a loan in the amount of RMB180,000,000 (equivalent to approximately HK\$225,000,000) provided by a bank in favour of the Borrower, the details of which are listed out in the January Announcement
“Junye Company”	深圳市駿業房地產開發有限公司 (Shenzhen Junye Property Development Co., Ltd.*), a company established in the PRC with limited liability. Other than its 50% equity interest in the Borrower and being one of the guarantors of the repayment obligations of the Borrower under the Loan Agreement, it is a third party independent of the Company and its connected persons
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	the loan in the amount of RMB1,300,000,000 (equivalent to approximately HK\$1,625,000,000) being made available by the Bank to the Borrower pursuant to the Loan Agreement
“Loan Agreement”	the loan agreement entered into between the Bank and the Borrower dated 8th November, 2013, pursuant to which the Bank as lender agreed to make available the Loan to the Borrower pursuant to the terms therein and with an eight-year amortisation schedule
“Main Board”	Main Board of the Stock Exchange (excludes the option market) operated by the Stock Exchange which is independent from and operated in parallel with the Growth Enterprise Market of the Stock Exchange
“Memorandum”	the memorandum entered into among Tian An (Shenzhen), Junye Company, a shareholder of Junye Company and a director of the Borrower dated 22nd October, 2013, pursuant to which the parties thereto proposed to provide guarantee in favour of the Bank and each of Tian An (Shenzhen) and Junye Company perform the obligations in proportion to their respective shareholdings in the Borrower if the Loan is materialised
“Percentage Ratio(s)”	percentage ratio(s) as set out in Rule 14.07 of the Listing Rules to be applied for determining the classification of a transaction
“PRC”	the People’s Republic of China, for the purpose of this announcement only, excludes Taiwan, Hong Kong and Macau Special Administrative Region of the People’s Republic of China
“RMB”	Renminbi, the lawful currency of the PRC
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

“Tian An (Shenzhen)”	天安投資(深圳)有限公司 (Tian An Investments (Shenzhen) Co., Ltd.*), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company holding 50% equity interest in the Borrower
“Transaction”	the transaction contemplated under the Guarantee
“%”	per cent.

On behalf of the Board
Tian An China Investments Company Limited
Tao Tsan Sang
Executive Director

Hong Kong, 8th November, 2013

For the purpose of this announcement, translations of Renminbi into Hong Kong dollars or vice versa have been calculated by using an exchange rate of HK\$1.00 equal to RMB0.80. Such exchange rate has been used, where applicable, for the purpose of illustration only and does not constitute a representation that any amounts were, may have been or will be exchanged at such rate or any other rates or at all.

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), 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.

* *for identification purpose only*