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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

LOAN TRANSACTION

On 7th March, 2014, Tian An (Shenzhen), an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with Tian An Junye (a joint venture owned as to 50% by each of Tian An (Shenzhen) and Junye Company), pursuant to which Tian An (Shenzhen), as lender and a shareholder holding 50% equity interest in Tian An Junye, has agreed to make available to Tian An Junye, as borrower, the Shareholder Loan in the amount of RMB40,000,000 (equivalent to approximately HK\$50,633,000) for a term of six months at the interest rate of 12% per annum. Junye Company, a shareholder of Tian An Junye holding the other 50% equity interest, has made available to Tian An Junye a shareholder loan of RMB40,000,000 (equivalent to approximately HK\$50,633,000) with the same terms and conditions as to the Shareholder Loan.

The Transaction, after aggregating with the First Guarantee Transaction and the Second 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 on the basis that the relevant Percentage Ratio(s) exceeds 5% but is below 25%.

INTRODUCTION

On 7th March, 2014, Tian An (Shenzhen), an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with Tian An Junye (a joint venture owned as to 50% by each of Tian An (Shenzhen) and Junye Company), pursuant to which Tian An (Shenzhen), as lender and a shareholder holding 50% equity interest in Tian An Junye, has agreed to make available to Tian An Junye, as borrower, the Shareholder Loan for a term of six months. Junye Company, a shareholder of Tian An Junye holding the other 50% equity interest, has made available to Tian An Junye a shareholder loan of RMB40,000,000 (equivalent to approximately HK\$50,633,000) with the same terms and conditions as to the Shareholder Loan.

LOAN AGREEMENT

Parties

- (1) Tian An (Shenzhen), as lender; and
- (2) Tian An Junye, as borrower.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, save for Tian An (Shenzhen) holding 50% equity interest in Tian An Junye, Tian An Junye and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

Principal terms of the Loan Agreement

Date:	7th March, 2014
Principal Amount:	RMB40,000,000
Purpose:	payment of the development costs in respect of the urban renewal project undertaken by Tian An Junye
Term:	commencing from the Loan Received Date and ending on the last day of the six months immediately after the Loan Received Date
Interest:	at the rate of 12% per annum, calculated on a daily basis on the twentieth (20th) day of each month and payable on the twenty-first (21st) day of each month during the Term
Repayment:	one-off repayment of the principal amount of the Shareholder Loan, together with the accrued interest, at the end of the Term
Early repayment:	the provision of 5-day prior written notice by Tian An Junye to Tian An (Shenzhen) to effect the early repayment

The interest rate of the Shareholder Loan has been determined after arm's length negotiation between Tian An (Shenzhen) and Tian An Junye having taken into account the prevailing market interest rates and the tenor of the Shareholder Loan. The Shareholder Loan will be funded by internal resources of Tian An (Shenzhen).

REASONS FOR AND BENEFITS OF THE TRANSACTION

The reason for providing the Shareholder Loan by Tian An (Shenzhen) to Tian An Junye is to assist Tian An Junye to meet the financial needs relating to the payment of the development costs to be incurred under the urban renewal project. Junye Company, a shareholder of Tian An Junye holding the other 50% equity interest, has made available to Tian An Junye a shareholder loan of RMB40,000,000 (equivalent to approximately HK\$50,633,000) with the same terms and conditions as to the Shareholder Loan. It is expected that the Shareholder Loan will be short-term in nature and be repaid upon Tian An Junye obtaining proceeds from the sale of properties under the urban renewal project or obtaining bank facilities.

The Directors, after due consideration, agreed to provide the Shareholder Loan and are of the view that the terms of the Loan Agreement are on normal commercial terms and the provision of the Shareholder Loan to Tian An Junye will facilitate further development of the urban renewal project and at the same time generate interest income for Tian An (Shenzhen) which is beneficial to the Group.

The Directors are of the view that the terms of the Transaction are fair and reasonable and in the interests of the Company and its shareholders as a whole.

INFORMATION RELATING TO THE COMPANY, TIAN AN (SHENZHEN) AND TIAN AN JUNYE

(1) 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 in the PRC.

(2) Tian An (Shenzhen)

Tian An (Shenzhen) is a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company. The principal activities of which are property investment and investment holding.

(3) Tian An Junye

Tian An Junye is a company established in the PRC with limited liability and is a joint venture of Tian An (Shenzhen) and Junye Company, whose entire equity interest is held as to 50% by Tian An (Shenzhen) and 50% by Junye Company. The principal activity of Tian An Junye is property development.

LISTING RULES IMPLICATIONS OF THE TRANSACTION

The Transaction, after aggregating with the First Guarantee Transaction and the Second 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 on the basis that the relevant Percentage Ratio(s) exceeds 5% but is below 25%.

DEFINITIONS

“Board”	the board of Directors
“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

“First 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\$227,848,000) granted in favour of Tian An Junye, the details of which were set out in the announcement of the Company dated 30th January, 2013 relating to the provision of guarantees
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“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 holding 50% equity interest in Tian An Junye and being a third party independent of the Company and its connected persons
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Loan Agreement”	a loan agreement dated 7th March, 2014 entered into between Tian An (Shenzhen) and Tian An Junye in respect of the Shareholder Loan
“Loan Received Date”	the date on which the proceeds of the Shareholder Loan being received by Tian An Junye
“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
“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
“Second Guarantee Transaction”	the provision of guarantee by Tian An (Shenzhen) in favour of a bank in respect of a loan in the amount of RMB1,300,000,000 (equivalent to approximately HK\$1,645,570,000) granted in favour of Tian An Junye, the details of which were set out in the announcement of the Company dated 8th November, 2013 relating to, among other things, the provision of guarantee

“Shareholder Loan”	the loan in the amount of RMB40,000,000 (equivalent to approximately HK\$50,633,000) being made available to Tian An Junye by Tian An (Shenzhen) pursuant to the Loan Agreement
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Term”	the term of the Shareholder Loan, commencing from the Loan Received Date and ending on the last day of the six months immediately after the Loan Received Date
“Tian An Junye”	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
“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 Tian An Junye
“Transaction”	the transaction contemplated under the Loan Agreement
“%”	per cent.

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

Hong Kong, 7th March, 2014

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 RMB0.79. 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