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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

(1) PROVISION OF GUARANTEE AND

(2) PROVISION OF SHAREHOLDER LOAN

PROVISION OF GUARANTEE

On 5th September, 2014, Tian An (Shenzhen) (an indirect wholly-owned subsidiary of the Company) entered into the Fourth Guarantee in favour of the Bank, pursuant to which Tian An (Shenzhen) agreed to provide guarantee for the repayment obligations of the Borrower (a joint venture owned as to 50% by each of Tian An (Shenzhen) and Junye Company) to the Bank up to RMB150,000,000 (equivalent to approximately HK\$189,873,000) in respect of the Fourth Facility in the amount of RMB300,000,000 (equivalent to approximately HK\$379,747,000) granted to the Borrower by the Bank. On the same date, Junye Company also entered into a guarantee which is in a form substantially the same as the Fourth Guarantee in favour of the Bank to provide guarantee for the entire repayment obligations of the Borrower under the Fourth Facility Agreement, being RMB300,000,000 (equivalent to approximately HK\$379,747,000).

PROVISION OF SHAREHOLDER LOAN

Reference is made to the Previous Shareholder Loan Announcement in relation to the provision of the Previous Shareholder Loan by Tian An (Shenzhen) to the Borrower. As at the date of this announcement, the Borrower has repaid RMB40,000,000 (equivalent to approximately HK\$50,633,000) to Tian An (Shenzhen) and discharged the Previous Shareholder Loan in full.

On 5th September, 2014, Tian An (Shenzhen) entered into the Shareholder Loan Agreement with the Borrower, pursuant to which Tian An (Shenzhen) as lender has agreed to make available to the Borrower, as borrower, the Shareholder Loan in the amount of RMB40,000,000 (equivalent to approximately HK\$50,633,000) for a period of twelve months at the interest rate of 12% per annum.

On 25th August, 2014, Junye Company entered into an extension agreement to extend the term of the shareholder loan (as detailed in the Previous Shareholder Loan Announcement) of RMB40,000,000 (equivalent to approximately HK\$50,633,000) made available by Junye Company to the Borrower for a further term of twelve months.

LISTING RULES IMPLICATIONS

The Fourth Guarantee Transaction and the Shareholder Loan, when aggregating with the First Guarantee Transaction and the Third 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 Fourth Guarantee Transaction and the Shareholder Loan, on an aggregated basis, exceeds 5% but is less than 25%.

(1) PROVISION OF GUARANTEE

On 5th September, 2014, the Borrower, a joint venture of the Company, entered into the Fourth Facility Agreement with the Bank.

On 5th September, 2014, the Fourth 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 to the Bank up to RMB150,000,000 (equivalent to approximately HK\$189,873,000) in respect of the Fourth Facility in the amount of RMB300,000,000 (equivalent to approximately HK\$379,747,000). In addition, Junye Company also entered into a guarantee which is in a form substantially the same as the Fourth Guarantee in favour of the Bank to provide guarantee for the entire repayment obligations of the Borrower under the Fourth Facility Agreement, being RMB300,000,000 (equivalent to approximately HK\$379,747,000).

Principal terms of the Fourth Guarantee

The principal terms of the Fourth Guarantee are as follows:

Date:	5th September, 2014
Parties:	(1) Tian An (Shenzhen), as guarantor for the Fourth Guarantee; and (2) the Bank, as lender for the Fourth Facility Agreement.
Term:	commencing from the date of the Fourth Guarantee and ending on the date of two years after the expiry of the term of the Fourth Facility Agreement.
Consideration:	Tian An (Shenzhen) shall not receive any fee or commission for providing the Fourth Guarantee.
Scope of Fourth Guarantee:	RMB150,000,000 (equivalent to approximately HK\$189,873,000) together with any interest, penalties, liquidated damages and other relevant expenses for the realisation of the Bank's rights incurred.

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.

(2) PROVISION OF SHAREHOLDER LOAN

Reference is made to the Previous Shareholder Loan Announcement in relation to the provision of the Previous Shareholder Loan by Tian An (Shenzhen) to the Borrower. As at the date of this announcement, the Borrower has repaid RMB40,000,000 (equivalent to approximately HK\$50,633,000) to Tian An (Shenzhen) and discharged the Previous Shareholder Loan in full.

On 5th September, 2014, Tian An (Shenzhen) entered into the Shareholder Loan Agreement with the Borrower, pursuant to which Tian An (Shenzhen) as lender has agreed to make available to the Borrower, as borrower, the Shareholder Loan in the amount of RMB40,000,000 (equivalent to approximately HK\$50,633,000) for a period of twelve months.

Principal terms of the Shareholder Loan Agreement

The principal terms of the Shareholder Loan Agreement are as follows:

Date:	5th September, 2014
Parties:	(1) Tian An (Shenzhen), as lender; and (2) the Borrower, as borrower
Principal Amount:	RMB40,000,000 (equivalent to approximately HK\$50,633,000)
Purpose:	payment of the development costs to be incurred under an urban renewal project undertaken by the Borrower
Term:	commencing from the Loan Received Date and ending on the last day of the twelve 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 the Borrower 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 the Borrower 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).

On 25th August, 2014, Junye Company entered into an extension agreement to extend the term of the shareholder loan (as detailed in the Previous Shareholder Loan Announcement) of RMB40,000,000 (equivalent to approximately HK\$50,633,000) made available by Junye Company to the Borrower for a further term of twelve months.

REASONS FOR AND BENEFITS OF PROVISION OF THE FOURTH GUARANTEE AND THE SHAREHOLDER LOAN

As the Fourth Facility granted to the Borrower by the Bank is RMB300,000,000 (equivalent to approximately HK\$379,747,000), the scope of the Fourth Guarantee provided by Tian An (Shenzhen), being RMB150,000,000 (equivalent to approximately HK\$189,873,000), is in proportion to its equity interest in the Borrower.

The Directors consider that the provision of the Fourth Guarantee and the Shareholder Loan will facilitate the Borrower meeting the financial needs relating to the payment of development costs to be incurred under an urban renewal project. The approval for the pre-sale of Phase 1 of the urban renewal project is expected to be obtained in the second half of 2014.

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

The Directors are of the view that the terms of the Fourth Guarantee and the Shareholder Loan Agreement are entered into on normal commercial terms, 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), THE BORROWER AND THE BANK

(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) The Borrower

The Borrower 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 the Borrower is property development.

(4) 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.

LISTING RULES IMPLICATIONS

Reference is made to the First and Second Guarantees Announcement and the Third Guarantee Announcement. As disclosed in the First and Second Guarantees Announcement, Tian An (Shenzhen) has provided guarantees in respect of the First Loan and the Second Loan. As disclosed in the Third Guarantee Announcement, the guarantee provided by Tian An (Shenzhen) in respect of Second Loan has already been discharged.

As at the date of this announcement, in respect of the First Loan, the Borrower has repaid RMB50,000,000 (equivalent to approximately HK\$63,291,000) and the amount outstanding under the First Loan is RMB130,000,000 (equivalent to approximately HK\$164,557,000). Accordingly, the Board is of the view that the maximum liability of Tian An (Shenzhen) under the First Guarantee Transaction shall be reduced accordingly.

The Fourth Guarantee Transaction and the Shareholder Loan, when aggregating with the First Guarantee Transaction and the Third 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 Fourth Guarantee Transaction and the Shareholder Loan, on an aggregated basis, exceeds 5% but is less than 25%.

DEFINITIONS

“Bank”	a licensed commercial bank in the PRC, being the lender under the Fourth Facility 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 Fourth Facility Agreement and the Shareholder 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
“First and Second Guarantees Announcement”	the announcement of the Company relating to the First Guarantee Transaction and Second Guarantee Transaction dated 30th January, 2013
“First Guarantee Transaction”	the provision of guarantee by Tian An (Shenzhen) in favour of a bank in respect of the First Loan, the details of which are set out in the First and Second Guarantees Announcement

“First Loan”	the loan (as detailed in the First and Second Guarantees Announcement) granted to the Borrower by a bank in the amount of RMB180,000,000 (equivalent to approximately HK\$227,848,000), of which RMB50,000,000 (equivalent to approximately HK\$63,291,000) has been repaid by the Borrower
“Fourth Facility”	the commercial bill facility of up to RMB300,000,000 (equivalent to approximately HK\$379,747,000) being made available by the Bank to the Borrower for a term of twelve months from the date of drawdown pursuant to the Fourth Facility Agreement
“Fourth Facility Agreement”	the commercial bill facility agreement (基本額度授信合同) dated 5th September, 2014 entered into between the Bank and the Borrower, pursuant to which the Bank as lender agreed to make available the Fourth Facility to the Borrower pursuant to the terms therein
“Fourth Guarantee”	the deed of guarantee entered into between Tian An (Shenzhen) as guarantor and the Bank dated 5th September, 2014, pursuant to which Tian An (Shenzhen) agrees to guarantee the repayment obligations of the Borrower to the Bank up to RMB150,000,000 (equivalent to approximately HK\$189,873,000) in respect of the Fourth Facility
“Fourth Guarantee Transaction”	the transaction contemplated under the Fourth Guarantee
“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”	深圳市駿業雲谷投資發展有限公司 (Shenzhen Junye Cloud Park Investment Development Co., Ltd.*) (previously known as 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 the Borrower 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 Received Date”	the date on which the proceeds of the Shareholder Loan being received by the Borrower
“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
“Previous Shareholder Loan”	the loan in the amount of RMB40,000,000 (equivalent to approximately HK\$50,633,000) being made available to the Borrower by Tian An (Shenzhen) pursuant to the Previous Shareholder Loan Agreement, the details of which are set out in the Previous Shareholder Loan Announcement
“Previous Shareholder Loan Agreement”	the loan agreement dated 7th March, 2014 entered into between Tian An (Shenzhen) and the Borrower in respect of the Previous Shareholder Loan, the details of which are set out in the Previous Shareholder Loan Announcement
“Previous Shareholder Loan Announcement”	the announcement of the Company relating to the provision of the Previous Shareholder Loan dated 7th March, 2014
“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 the Second Loan, the details of which are set out in the First and Second Guarantees Announcement
“Second Loan”	the loan (as detailed in the First and Second Guarantees Announcement) granted to the Borrower by a bank in the amount of RMB250,000,000 (equivalent to approximately HK\$316,456,000), which has been discharged by the Borrower
“Shareholder Loan”	the loan in the amount of RMB40,000,000 (equivalent to approximately HK\$50,633,000) being made available to the Borrower by Tian An (Shenzhen) pursuant to the Shareholder Loan Agreement
“Shareholder Loan Agreement”	the loan agreement dated 5th September, 2014 entered into between Tian An (Shenzhen) and the Borrower in respect of the Shareholder Loan
“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 twelve months immediately after the Loan Received Date
“Third Guarantee Announcement”	the announcement of the Company relating to the Third Guarantee Transaction dated 8th November, 2013

“Third Guarantee Transaction”	the provision of guarantee by Tian An (Shenzhen) in favour of a bank in respect of the Third Loan, the details of which are set out in the Third Guarantee Announcement
“Third Loan”	the loan granted to the Borrower by a bank in the amount of RMB1,300,000,000 (equivalent to approximately HK\$1,645,570,000), the details of which are set out in the Third Guarantee Announcement
“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
“%”	per cent.

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

Hong Kong, 5th September, 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*