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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “Meeting”) of Tian An China Investments Company Limited (the “Company”) will be held at Plaza 4, Lower Lobby, Novotel Century Hong Kong, 238 Jaffe Road, Wanchai, Hong Kong on Tuesday, 25th November, 2014 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modification, the following resolutions as ordinary resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (a) the deed of settlement dated 10th October, 2014 (the “Deed of Settlement”) entered into among Full Choice Resources Limited, a direct wholly-owned subsidiary of the Company (“Full Choice”), ACE Result Limited, an indirect wholly-owned subsidiary of the Company (“ACE Result”), Kata Holdings Limited (“Kata”) and Mr. Ou Qijin (the “Guarantor”) relating to, among other things, (i) the sale and purchase agreement dated 21st March, 2013 (the “FC Agreement”) entered into among Full Choice as the vendor, Kata as the purchaser and the Guarantor as Kata’s guarantor for the sale and purchase of 50% of the entire issued share capital of Foo Chow Holdings Limited (“Foo Chow”) and 50% of shareholder’s loan owed by Foo Chow to Full Choice; and (ii) the sale and purchase agreement dated 9th May, 2013 (the “AH Agreement”) entered into among ACE Result as the vendor, Kata as the purchaser and the Guarantor as Kata’s guarantor for the sale and purchase of 50% of the entire issued share capital of All Happy International Limited (“All Happy”) and 50% of shareholder’s loan owed by All Happy to ACE Result (a copy of the Deed of Settlement marked “A” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification) and all the transactions contemplated thereunder (including but are not limited to (1) the amendments to and the early completion of the FC Agreement; (2) the receipt of an aggregate amount of RMB490,493,548.39, comprising a sum of RMB479,993,548.39 paid by Kata to ACE Result under the AH Agreement and a loan in the sum of RMB10,500,000 advanced by Kata to 上海佘山鄉村俱樂部有限公司 (Shanghai Sheshan Country Club Company Limited*), an indirect wholly-owned subsidiary of All Happy (“Shanghai Sheshan”), by Full Choice as settlement of part of the consideration and part of the interest payable under the FC Agreement, and treatment of the payment dates of all such payments to ACE Result (or its nominee(s)) under the AH Agreement and to Shanghai Sheshan, as the payment dates on which Kata paid Full Choice the part of the consideration and part of the interest under the FC Agreement; and (3) the termination of the AH Agreement upon completion of the FC Agreement) and all other matters of and incidental thereto or in connection therewith be and are hereby approved, ratified and confirmed; and

- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company, among other matters, to sign, seal, execute, perfect, deliver, do or to authorise signing, executing, perfecting and delivering and doing all such documents, deeds, acts, matters and things as he/she may in his/her discretion consider necessary, expedient or desirable to give effect to and implement the terms of the Deed of Settlement and to make and agree such variations of a minor or non-material nature in or to the terms of the Deed of Settlement as he/she may in his/her discretion consider to be desirable and in the interests of the Company.”

2. “**THAT:**

- (a) the loan agreement dated 10th October, 2014 (the “Kata Loan Agreement”) entered into among Ace Mission Investments Limited, an indirect wholly-owned subsidiary of the Company (the “Lender”) as lender, Kata Holdings Limited (“Kata”) as borrower and Mr. Ou Qijin (the “Guarantor”) as Kata’s guarantor relating to the provision of a loan of HK\$450,000,000 (the “Kata Loan”) from the Lender to Kata (a copy of the Kata Loan Agreement marked “B” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification) and all the transactions contemplated thereunder (including but are not limited to (1) the debenture created by Kata as chargor in favour of the Lender as chargee charging by way of first fixed and floating charge over all Kata’s undertaking, property and assets delivered by Kata to the Lender; (2) the share mortgage charging over all the shares of Kata owned by the Guarantor entered into between the Guarantor as the mortgagor and the Lender as the mortgagee delivered by Kata to the Lender; (3) the share mortgage charging over all the shares of Foo Chow Holdings Limited owned by Kata to be entered into between Kata as the mortgagor and the Lender as the mortgagee to be delivered by Kata to the Lender within ten business days after drawdown of the Kata Loan; and (4) drawdown notice and any assurance documents referred to in the Kata Loan Agreement) and all other matters of and incidental thereto or in connection therewith be and are hereby approved, ratified and confirmed; and
- (b) any one director of the Company be and is hereby authorised for and on behalf of the Company, among other matters, to sign, seal, execute, perfect, deliver, do or to authorise signing, executing, perfecting and delivering and doing all such documents, deeds, acts, matters and things as he/she may in his/her discretion consider necessary, expedient or desirable to give effect to and implement the terms of the Kata Loan Agreement and to make and agree such variations of a minor or non-material nature in or to the terms of the Kata Loan Agreement as he/she may in his/her discretion consider to be desirable and in the interests of the Company.”

By Order of the Board
Tian An China Investments Company Limited
Cindy Yung Yee Mei
Company Secretary

Hong Kong, 7th November, 2014

Registered Office:
22nd Floor
Allied Kajima Building
138 Gloucester Road
Wanchai
Hong Kong

* *for identification purpose only*

Notes:

1. All resolutions set out in this notice of the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities (“Listing Rules”) on The Stock Exchange of Hong Kong Limited (“Stock Exchange”) and the results of the poll will be published on the websites of the Stock Exchange and the Company in accordance with the Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting will be entitled to appoint one or more proxies to attend and, on a poll, vote in his or her stead. A proxy need not be a member of the Company.
3. Whether or not you intend to attend the Meeting in person, you are urged to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjourned meeting thereof if you so wish. In the event that you attend the Meeting after having lodged the form of proxy, it will be deemed to have been revoked.
4. To be valid, the form of proxy, together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power of attorney or authority, must be deposited at the Company’s share registrar, Tricor Secretaries Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time fixed for the Meeting or any adjournment thereof.
5. Where there are joint registered holders of any shares of the Company, any one of such joint holders may vote at the Meeting, either personally or by proxy in respect of such shares as if he or she was solely entitled thereto, but if more than one of such joint registered holders be present at the Meeting personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company shall alone be entitled to vote in respect of such shares.
6. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed on Monday, 24th November, 2014 and Tuesday, 25th November, 2014, during which period no transfer of shares of the Company will be registered. In order for a member to be eligible to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Tricor Secretaries Limited of Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 21st November, 2014.

As at the date of this announcement, the board of directors of the Company 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.