

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



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)

CONTINUING CONNECTED TRANSACTIONS

LEASING OF PREMISES

LEASING AGREEMENT VI

On 26th June, 2015, Dalian Tian An, an indirect wholly-owned subsidiary of the Company, entered into Leasing Agreement VI with Dalian UAF, an indirect non wholly-owned subsidiary of SHK, in relation to the leasing of premises located in Dalian Tian An International Building, Dalian, the PRC for a term of 13 months, commenced from 1st June, 2015 and ending on 30th June, 2016.

Upon the entering into of Leasing Agreement VI, there are in total four leasing agreements entered into between the Group and SHK Group as at the date of this announcement.

LISTING RULES IMPLICATIONS

As APL is a substantial shareholder of the Company and SHK is a subsidiary of APL, SHK and its subsidiaries are connected persons of the Company within the meaning of the Listing Rules.

Upon the entering into of Leasing Agreement VI, the applicable Percentage Ratio(s) for the Company in respect of the aggregate annual amounts payable by SHK Group to the Group for each of the financial year ending 31st December, 2015 and the six months ending 30th June, 2016 under the Leasing Transactions exceed 0.1% but are less than 5%. Accordingly, the Leasing Transactions constitute continuing connected transactions of the Company which are subject to the reporting, announcement and annual review requirements but exempt from the independent shareholders' approval requirements for the Company under Chapter 14A of the Listing Rules.

As advised and confirmed by SHK, upon the entering into of Leasing Agreement VI, all applicable Percentage Ratio(s) for SHK in respect of the aggregate annual amounts payable by SHK Group to the Group for each of the financial year ending 31st December, 2015 and the six months ending 30th June, 2016 under the Leasing Transactions fall below 0.1%. Accordingly, the Leasing Transactions are fully exempt from the requirements under Chapter 14A of the Listing Rules for SHK for 2015 and 2016.

BACKGROUND

On 26th June, 2015, Dalian Tian An, an indirect wholly-owned subsidiary of the Company, entered into Leasing Agreement VI with Dalian UAF and the major terms of Leasing Agreement VI are as follows:

LEASING AGREEMENT VI

Date:	26th June, 2015
Lessor:	Dalian Tian An
Lessee:	Dalian UAF
Premises:	Unit 03, 32nd Floor, Dalian Tian An International Building, No. 88 Zhongshan Road, Zhongshan District, Dalian, Liaoning Province, PRC
Leased area:	131.68 square metres
Usage:	Office premises
Term of the lease:	1st June, 2015 to 30th June, 2016
Monthly rental:	RMB14,321.38
Management fee:	RMB3,533.08 per month
Rental deposit (inclusive of management fee deposit):	RMB35,708.92

The rental payment under Leasing Agreement VI was arrived at after arm's length negotiation between the lessor and the lessee with reference to the prevailing market conditions and the rental levels of similar properties in the vicinity of the leased premises.

EXISTING LEASING AGREEMENTS

In addition to Leasing Agreement VI, the Group and SHK Group have entered into the following leasing agreements which are currently in force:

(1) Leasing Agreement V

Date:	29th January, 2014
Lessor:	Dalian Tian An
Lessee:	Dalian UAF
Premises:	Units 01-06, 52nd Floor, Dalian Tian An International Building, No. 88 Zhongshan Road, Zhongshan District, Dalian, Liaoning Province, PRC

Leased area: 1,368.44 square metres
Usage: Office premises
Term of the lease: 1st January, 2014 to 30th June, 2016 (with a rent-free period of 90 days)
Total rental over the lease term: RMB6,372,311.98
Management fee: RMB32,842.56 per month
Rental deposit (inclusive of management fee deposit): RMB545,006.58

(2) 2014 Leasing Agreement I

Date: 23rd May, 2014
Lessor: Dalian Tian An
Lessee: Dalian UAF
Premises: Unit 04, 32nd Floor, Dalian Tian An International Building, No. 88 Zhongshan Road, Zhongshan District, Dalian, Liaoning Province, PRC
Leased area: 208.27 square metres
Usage: Office premises
Term of the lease: 1st August, 2014 to 30th June, 2016
Monthly rental: RMB19,004.64
Management fee: RMB4,998.48 per month
Rental deposit (inclusive of management fee deposit): RMB48,006.24

(3) 2014 Leasing Agreement II

Date: 23rd May, 2014
Lessor: Dalian Tian An
Lessee: Dalian UAF

Premises:	Unit 05, 32nd Floor, Dalian Tian An International Building, No. 88 Zhongshan Road, Zhongshan District, Dalian, Liaoning Province, PRC
Leased area:	268.07 square metres
Usage:	Office premises
Term of the lease:	1st August, 2014 to 30th June, 2016
Monthly rental:	RMB26,092.15
Management fee:	RMB6,433.68 per month
Rental deposit (inclusive of management fee deposit):	RMB65,051.66

REVISED ANNUAL CAPS

Based on the monthly rentals and management fees payable under the Leasing Agreement V, 2014 Leasing Agreement I, 2014 Leasing Agreement II and Leasing Agreement VI, it is expected that the aggregate amounts payable by SHK Group to the Group for the financial year ending 31st December, 2015 and the six months ending 30th June, 2016 will not exceed RMB3,801,000 (equivalent to approximately HK\$4,812,000) and RMB1,809,000 (equivalent to approximately HK\$2,290,000) respectively, which are the revised Annual Caps for the corresponding periods.

REASONS FOR AND BENEFITS OF PROVISION OF THE LEASING TRANSACTIONS

The Group is engaged in the business of property investment and owns office premises in various provinces of the PRC. Leasing out of the PRC premises owned by the Group provides it with stable revenue.

The Board (including the independent non-executive directors) are of the view that the Leasing Transactions were entered into in the ordinary and usual course of business of the Group and on normal commercial terms, and the terms of the Leasing Transactions as well as the Annual Caps are fair and reasonable and in the interests of the Company and its shareholders as a whole.

INFORMATION ABOUT THE COMPANY, SHK, DALIAN TIAN AN AND DALIAN UAF

The Company

The Company is incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board and is owned as to approximately 48.66% by APL.

The principal business activity of the Company is investment holding. The Group is engaged principally in the development of apartments, villas, office buildings and commercial properties, property investment and property management in the PRC.

SHK

SHK is a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board and is a non wholly-owned subsidiary of APL.

The principal business activity of SHK is investment holding. The principal business activities of its major subsidiaries are structured finance, consumer finance as well as principal investments.

Dalian Tian An

Dalian Tian An is a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company.

The principal business activities of Dalian Tian An are property development and property investment.

Dalian UAF

Dalian UAF is a company established in the PRC with limited liability and an indirect non wholly-owned subsidiary of SHK.

The principal business activity of Dalian UAF is money lending in Dalian.

LISTING RULES IMPLICATIONS

Reference is made to the First Announcement, the Second Announcement, the Third Announcement and the Fourth Announcement.

As at the date of this announcement, the 2014 Leasing Agreement III and the 2014 Leasing Agreement IV have already been terminated.

As APL is a substantial shareholder of the Company and SHK is a subsidiary of APL, SHK and its subsidiaries are connected persons of the Company within the meaning of the Listing Rules.

Upon the entering into of Leasing Agreement VI, the applicable Percentage Ratio(s) for the Company in respect of the aggregate annual amounts payable by SHK Group to the Group for each of the financial year ending 31st December, 2015 and the six months ending 30th June, 2016 under the Leasing Transactions exceed 0.1% but are less than 5%. Accordingly, the Leasing Transactions constitute continuing connected transactions of the Company which are subject to the reporting, announcement and annual review requirements but exempt from the independent shareholders' approval requirements for the Company under Chapter 14A of the Listing Rules.

Mr. Lee Seng Hui (being the Chairman and a Non-Executive Director of the Company) is one of the trustees of Lee and Lee Trust, being a discretionary trust which, together with his personal interest, indirectly owns approximately 70.21% interest in the total issued shares of AGL, which owns approximately 74.80% of the total issued shares of APL, which in turn indirectly owns approximately 48.66% of the total issued shares of the Company. Since APL indirectly owns approximately 54.79% interests in the total issued shares of SHK, Mr. Lee Seng Hui is deemed to be interested in the continuing connected transaction in respect of the Leasing Transactions and therefore has abstained from voting on the relevant resolutions of the Company.

As advised and confirmed by SHK, upon the entering into of Leasing Agreement VI, all applicable Percentage Ratio(s) for SHK in respect of the aggregate annual amounts payable by SHK Group to the Group for each of the financial year ending 31st December, 2015 and the six months ending 30th June, 2016 under the Leasing Transactions fall below 0.1%. Accordingly, the Leasing Transactions are fully exempt from the requirements under Chapter 14A of the Listing Rules for SHK for 2015 and 2016.

DEFINITIONS

“2014 Leasing Agreement I”	a leasing agreement dated 23rd May, 2014 entered into between Dalian Tian An and Dalian UAF, the details of which are set out in the Second Announcement and the section headed “2014 Leasing Agreement I” of this announcement
“2014 Leasing Agreement II”	a leasing agreement dated 23rd May, 2014 entered into between Dalian Tian An and Dalian UAF, the details of which are set out in the Second Announcement and the section headed “2014 Leasing Agreement II” of this announcement
“2014 Leasing Agreement III”	a leasing agreement dated 23rd May, 2014 entered into between Nanjing Tiandu Industry Co., Ltd. (an indirect wholly-owned subsidiary of the Company) and SHK (Shanghai), the details of which are set out in the Second Announcement
“2014 Leasing Agreement IV”	a leasing agreement dated 23rd May, 2014 entered into between Dalian Tian An and SHK (Shanghai), Dalian branch, the details of which are set out in the Second Announcement
“Annual Cap(s)”	the aggregate annual cap amount payable by SHK Group to the Group in respect of the leasing of PRC premises under the Leasing Transactions for each of (i) the financial year ending 31st December, 2015 and (ii) the six months ending 30th June, 2016
“AGL”	Allied Group Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board (Stock Code: 373)
“APL”	Allied Properties (H.K.) Limited, a company incorporated in Hong Kong with limited liability, the securities of which are listed on the Main Board (Stock Code: 56 and Warrant Code: 1183), is a substantial shareholder of SHK and the Company
“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
“connected persons”	having the meaning ascribed to it under the Listing Rules

“Dalian Tian An”	Dalian Tian An Tower Co., Ltd., a company established in the PRC and an indirect wholly-owned subsidiary of the Company
“Dalian UAF”	大連保稅區亞聯財小額貸款有限公司(United Asia Finance (Free Trade Zone Dalian) Limited*), a wholly-owned subsidiary of UAF and an indirect non wholly-owned subsidiary of SHK
“Directors”	the directors of the Company
“First Announcement”	the joint announcement issued by the Company and SHK on 29th January, 2014 in respect of the entering into of the continuing connected transactions between the Group and SHK Group
“Fourth Announcement”	the joint announcement issued by the Company and SHK on 19th December, 2014 in respect of the termination of the 2014 Leasing Agreement IV
“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
“Leasing Agreement V”	a leasing agreement dated 29th January, 2014 entered into between Dalian Tian An and Dalian UAF, the details of which are set out in the First Announcement and the section headed “Leasing Agreement V” of this announcement
“Leasing Agreement VI”	a leasing agreement dated 26th June, 2015 entered into between Dalian Tian An and Dalian UAF, the details of which are set out in the section headed “Leasing Agreement VI” of this announcement
“Leasing Transactions”	the transactions between SHK Group and the Group in relation to the leasing transactions under Leasing Agreement V, 2014 Leasing Agreement I, 2014 Leasing Agreement II and Leasing Agreement VI
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“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 Announcement”	the joint announcement issued by the Company and SHK on 23rd May, 2014 in respect of entering into of 2014 Leasing Agreement I, 2014 Leasing Agreement II, 2014 Leasing Agreement III and 2014 Leasing Agreement IV between the Group and SHK Group
“SHK”	Sun Hung Kai & Co. Limited, a company incorporated in Hong Kong with limited liability and the shares of which are listed on the Main Board (Stock Code: 86), and a non wholly-owned subsidiary of APL
“SHK Group”	SHK and its subsidiaries
“SHK (Shanghai)”	新鴻基(上海)投資顧問有限公司(SHK (Shanghai) Investment Consultancy Limited*) was an indirect wholly-owned subsidiary of SHK during the term of the 2014 Leasing Agreement III and the 2014 Leasing Agreement IV
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“substantial shareholder”	having the meaning ascribed to it under the Listing Rules
“Third Announcement”	the joint announcement issued by the Company and SHK on 31st October, 2014 in respect of the termination of the 2014 Leasing Agreement III
“%”	per cent.

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

Hong Kong, 26th June, 2015

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*