

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)

DISCLOSEABLE TRANSACTION

RELATING TO THE PROVISION OF LOAN FACILITY

On 10th August, 2009, the Lender, an indirect wholly-owned subsidiary of the Company, entered into the Loan Agreement with the Borrower, pursuant to which the Lender has agreed to lend to the Borrower a revolving loan facility of HK\$270,000,000 for a term of one year. The Loan Facility is secured by the Debenture and the Mortgage.

Pursuant to Rule 14.06(2) of the Listing Rules, the granting of the Loan Facility constitutes a discloseable transaction of the Company on the basis that the relevant percentage ratio(s) exceed 5% but are under 25%.

THE LOAN AGREEMENT

Date: 10th August, 2009

Lender: Join View Development Limited, an indirect wholly-owned subsidiary of the Company

Borrower: the Borrower

To the best knowledge, information and belief of the Directors having made all reasonable enquiry, the Borrower and its ultimate holding company, which is the beneficial owner of the entire issued share capital of the Borrower, are independent third parties not connected with the Company and connected persons of the Company.

Principal terms of the Loan Agreement

Amount of the Loan Facility: HK\$270,000,000

Term: one year

Purpose: the Loan Facility shall be used for the purposes of general working capital

Interest: 1% per month

Securities for the Loan Facility: the Debenture and the Mortgage

The Loan Facility is secured by the Debenture created by the Borrower in favour of the Lender by way of a first floating charge over all the undertakings, properties and assets of the Borrower, which include the Secured Securities to which the Borrower is the beneficial owner.

The Lender, as a chargee, shall have rights, among other things, to dispose of and/or take possession of the undertakings, properties and assets of the Borrower charged to it under the Debenture upon the occurrence of an event of default or upon the occurrence of any event which may lead to a default by the Borrower under the Loan Agreement.

In addition, the Borrower has agreed to execute the Mortgage in favour of the Lender by way of a first legal charge over the Secured Securities upon the terms of the Mortgage as are being finalised by the Lender's Australian lawyers.

The terms of the Loan Agreement were arrived at after arm's length negotiations between the Lender and the Borrower. The Lender is a licensed money lender and its principal activity is money lending services. The provision of the Loan Facility is a transaction carried out as part of the ordinary and usual course of business activities of the Lender. The Loan Facility will be funded by internal resources. The Directors consider that the transactions contemplated by the Loan Agreement are on normal commercial terms and the terms of the Loan Agreement are fair and reasonable and are in the interests of the Company and its Shareholders as a whole having considered the current market norm in relation to similar transactions.

INFORMATION RELATING TO THE COMPANY, THE LENDER AND THE BORROWER

(1) The Company

The Company is a company incorporated in Hong Kong with limited liability, the securities 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, property management, hotel operation in the PRC as well as treasury operations.

(2) The Lender

The Lender is a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company.

The Lender is a registered money lender holding a valid money lenders licence under the Money Lenders Ordinance and is principally engaged in the business of money lending services.

(3) The Borrower

The principal business of the Borrower is investment holding. Its material assets consist of the Secured Securities.

REASONS FOR THE LOAN FACILITY

The Lender is a licensed money lender and its principal activity is money lending services. The provision of the Loan Facility is a transaction carried out as part of the ordinary and usual course of business activities of the Lender and will provide interest income to the Lender.

The Loan Facility will be recorded as loan receivable of the Group.

IMPLICATIONS UNDER THE LISTING RULES

Pursuant to Rule 14.06(2) of the Listing Rules, the granting of the Loan Facility constitutes a discloseable transaction of the Company on the basis that the relevant percentage ratio(s) exceed 5% but are under 25%.

DEFINITIONS

“A\$”	Australian dollars, the lawful currency of the Commonwealth of Australia;
“Borrower”	the borrower under the Loan Agreement;
“Company”	Tian An China Investments Company Limited, a company incorporated in Hong Kong with limited liability, the securities of which are listed on the Main Board of the Stock Exchange;
“connected person(s)”	has the meaning ascribed to it under the Listing Rules;
“Debenture”	the Debenture created by the Borrower in favour of the Lender by way of a first floating charge over all the undertakings, properties and assets of the Borrower;
“Directors”	the directors of the Company;
“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;
“Lender”	Join View Development Limited, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company;
“Listing Rules”	Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited;
“Loan Facility”	the revolving secured loan facility in the amount of HK\$270,000,000 granted by the Lender to the Borrower pursuant to the terms of the Loan Agreement;
“Loan Agreement”	the loan agreement dated 10th August, 2009 entered into between the Lender and the Borrower relating to the granting of the Loan Facility;

“Mortgage”	the mortgage agreed to be provided by the Borrower in favour of the Lender over the Secured Securities to secure the Borrower’s liability and obligations under the Loan Agreement;
“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, not including Taiwan, Hong Kong and Macau;
“Secured Securities”	certain securities listed and traded on the Australian Securities Exchange and beneficially owned by the Borrower which are the subject of the Mortgage;
“Share(s)”	ordinary shares of HK\$0.20 each in the issued share capital of the Company and a “Share” shall mean any of such Shares;
“Shareholders”	holders of Shares;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.

On behalf of the Board
Tian An China Investments Company Limited
Edwin Lo King Yau
Executive Director

Hong Kong, 10th August, 2009

As at the date of this announcement, the board of Directors comprises Mr. Patrick Lee Seng Wei (Managing Director), Mr. Ng Qing Hai (Deputy Managing Director), Mr. Ma Sun (Deputy Managing Director), Mr. Edwin Lo King Yau, Mr. Li Chi Kong and Mr. Yasushi Ichikawa being the Executive Directors; Mr. Lee Seng Hui (Chairman), Mr. Song Zengbin (Deputy Chairman), Dr. Moses Cheng Mo Chi and Mr. Kazunori Okimoto being the Non-Executive Directors; and Mr. Francis J. Chang Chu Fai, Mr. Ngai Wah Sang, Mr. Xu Su Jing and Ms. Lisa Yang Lai Sum being the Independent Non-Executive Directors.