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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)**

**APPOINTMENT OF ADDITIONAL DEPUTY CHAIRMAN  
AND EXECUTIVE DIRECTOR,  
RE-DESIGNATION OF NON-EXECUTIVE DIRECTOR AS EXECUTIVE DIRECTOR,  
CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR  
AND AUDIT AND REMUNERATION COMMITTEE MEMBERS,  
AND  
FURTHER INFORMATION RELATING TO THE RE-ELECTION OF DIRECTORS  
AT THE 2010 ANNUAL GENERAL MEETING**

**APPOINTMENT OF ADDITIONAL DEPUTY CHAIRMAN AND EXECUTIVE DIRECTOR**

The board of directors (the “Board”) of Tian An China Investments Company Limited (the “Company”) is pleased to announce that Mr. Hu Aimin (“Mr. Hu”) has been appointed as an additional Deputy Chairman (other than Mr. Song Zengbin as the existing Deputy Chairman of the Company) and an Executive Director of the Company, both with effect from 16<sup>th</sup> April, 2010.

Mr. Hu, aged 61, graduated from the Hunan University of China with a Master’s Degree in Business Administration. He has over thirty years of experience in administrative management, corporate governance and human resources management. Mr. Hu is currently a non-executive director of Ping An Insurance (Group) Company of China, Ltd., a company listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). He was the secretary-general and the chief of administration office of Shenzhen Municipal People’s Government. Mr. Hu was previously the chairman of Shenzhen Investment Limited, and a non-executive director of each of Coastal Greenland Limited and Road King Infrastructure Limited, all being companies listed on the Stock Exchange. Save as disclosed above, Mr. Hu did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

Mr. Hu will have no designated length of service with the Company but will be subject to retirement and re-election at the annual general meetings of the Company in accordance with the articles of association of the Company (the “Articles”) or any other applicable laws from time to time whereby he shall vacate his office. The compensation package for Mr. Hu pursuant to his appointment in the Company will be finalised as soon as possible.

As at the date of this announcement, Mr. Hu does not have any relationship with any other director, senior management, substantial or controlling shareholder of the Company nor has he any interests in the shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”). Mr. Hu is also not aware of any other matters that are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) or any other matters that need to be brought to the attention of the shareholders of the Company (the “Shareholders”).

## **RE-DESIGNATION OF NON-EXECUTIVE DIRECTOR AS EXECUTIVE DIRECTOR**

The Board announces that Mr. Song Zengbin (“Mr. Song”), previously a Non-Executive Director of the Company, has been re-designated as an Executive Director of the Company with effect from 16<sup>th</sup> April, 2010 and remains as the Deputy Chairman of the Company.

Mr. Song, aged 55, was appointed as the Deputy Chairman and a Non-Executive Director of the Company in June 2008. He graduated from the Civil Engineering Department of Dalian University of Technology with a Master’s Degree in Engineering and is a state registered construction engineer. He has more than thirty years of experience in the fields of engineering and management by serving in various senior roles in a design institute, several large state companies and municipal government. Mr. Song has also been invited as a guest professor for Dalian University of Technology since 2003. Save for his directorship in the Company, Mr. Song did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

A service contract which forms the basis of emoluments has been entered into between the Company and Mr. Song pursuant to which he is entitled to receive (i) a total remuneration package equivalent to HK\$2,000,000 per annum (including the provision of accommodation in Hong Kong upon request); (ii) a discretionary bonus which is based on the performance of both Mr. Song and the Company; and (iii) a Director’s fee of HK\$10,000 per annum which was determined by the Board and shall be subject to the approval by the Shareholders. The remuneration of Mr. Song was determined with reference to the prevailing market conditions based on the performance and contribution of Mr. Song in the Company. He will have no designated length of service with the Company but will be subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles or any other applicable laws from time to time whereby he shall vacate his office.

As at the date of this announcement, Mr. Song does not have any relationship with any other director, senior management, substantial or controlling shareholder of the Company nor has he any interests in the shares of the Company within the meaning of Part XV of the SFO. Mr. Song is also not aware of any other matters that are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders.

## **CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTOR AND AUDIT AND REMUNERATION COMMITTEE MEMBERS**

The Board also announces that Mr. Jin Hui Zhi (“Mr. Jin”) has been appointed and Mr. Xu Su Jing (“Mr. Xu”) has resigned as an Independent Non-Executive Director and members of Audit and Remuneration Committees of the Company, all with effect from 16<sup>th</sup> April, 2010. Mr. Xu tendered his resignation due to his other business engagements which require the dedication of more of his time. Mr. Xu confirmed that he has no disagreement with the Board and there are no matters with respect to his resignation that need to be brought to the attention of the Shareholders.

Mr. Jin, aged 50, holds a Master’s Degree in Business Administration. He has extensive experience in the business market. Mr. Jin is currently an Independent Non-Executive Director of ChinaVision Media Group Limited (formerly known as Shanghai Allied Cement Limited), a former non wholly-owned subsidiary of the Company listed on the Stock Exchange, the chairman of Shanghai Horizon Investment Co. Ltd. (“Shanghai Horizon”) and the deputy president of the Youth Entrepreneur Association of Shanghai. Shanghai Horizon is a company principally engaged in the investment of three major industries, namely bio-engineering, commercial real estate and medical. During the period from 1996 to 2000, he was the general manager and chairman of Shanghai Huaihai Commerce Group. Mr. Jin was formerly chief member of Youth Work Ministry, chief member and deputy director of Research Department, member of Standing Committee and minister of Youth Work Ministry of China Communist Youth League Shanghai Committee. Save as disclosed above, Mr. Jin did not hold any other directorship in listed public companies in Hong Kong or overseas during the past three years.

Mr. Jin has been appointed for a specific term until 31st December, 2010, but will be subject to retirement and re-election at the annual general meetings of the Company in accordance with the Articles or any other applicable laws from time to time whereby he shall vacate his office. Mr. Jin is entitled to (i) a Director’s fee of HK\$10,000 per annum which was determined by the Board and shall be subject to the approval by the Shareholders; and (ii) a service fee of HK\$70,000 per annum which was agreed by the Board.

As at the date of this announcement, Mr. Jin does not have any relationship with any other director, senior management, substantial or controlling shareholder of the Company nor has he any interests in the shares of the Company within the meaning of Part XV of the SFO. Mr. Jin is also not aware of any other matters that are required to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules or any other matters that need to be brought to the attention of the Shareholders.

The Board would like to take this opportunity to welcome Mr. Hu to join the Board as an additional Deputy Chairman and to welcome Mr. Song to the new position as Executive Director and Mr. Jin as an Independent Non-Executive Director of the Company and also to thank Mr. Xu for his valuable contribution during his term of service with the Company.

## **FURTHER INFORMATION RELATING TO THE RE-ELECTION OF DIRECTORS AT THE 2010 ANNUAL GENERAL MEETING**

### **Supplemental Circular**

Pursuant to Article 96 of the Articles, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy or as an addition to the Board. Any Director so appointed shall hold office only until the next following general meeting of the Company (in the case of filling a casual vacancy) or until the next following annual general meeting of the Company (in the case of an addition to the Board), and shall then be eligible for re-election. Accordingly, Mr. Hu and Mr. Jin, being Directors appointed by the Board after the Company's last annual general meeting held on 22<sup>nd</sup> May, 2009, shall hold office only until the next following annual general meeting, being the 2010 annual general meeting of the Company (the "2010 AGM"), which is scheduled to be held on Thursday, 20<sup>th</sup> May, 2010, and being eligible, offer themselves for re-election as Directors.

The Company has despatched to the Shareholders a circular dated 12<sup>th</sup> April, 2010 (the "Circular") in respect of certain matters including the re-election of Directors to be dealt with at the 2010 AGM. Since the appointments of Mr. Hu and Mr. Jin were made by the Board after the despatch of the Circular, a supplemental circular (the "Supplemental Circular") containing the information of Mr. Hu and Mr. Jin, together with a new form of proxy (the "Second Proxy Form") will be sent to the Shareholders on or about Monday, 19<sup>th</sup> April, 2010.

### **Form of Proxy**

Since the proxy form (the "First Proxy Form") sent together with the Circular and 2009 Annual Report of the Company does not contain the proposed resolution for the re-elections of Mr. Hu and Mr. Jin as Directors as set out in the Supplemental Circular, the Second Proxy Form has been prepared and will be sent to Shareholders with the Supplemental Circular.

Shareholders are requested to complete and return the Second Proxy Form in accordance with the instructions printed thereon to the Company's share registrar, Tricor Secretaries Limited, at 26<sup>th</sup> Floor, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the 2010 AGM. Special arrangements about the completion and submission of the Second Proxy Form are also set out in the Supplemental Circular. Shareholders who have appointed or intend to appoint proxies to attend the 2010 AGM are requested to pay particular attention to the special arrangements set out therein.

Shareholders are advised to read the Supplemental Circular together with the Circular for information of the voting arrangements.

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

Hong Kong, 16<sup>th</sup> April, 2010

*As at the date of this announcement, the Board comprises Mr. Hu Aimin (Deputy Chairman), Mr. Song Zengbin (Deputy Chairman), 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 and Mr. Tao Tsan Sang being the Executive Directors; Mr. Lee Seng Hui (Chairman) and Dr. Moses Cheng Mo Chi 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.*