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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)

CONTINUING CONNECTED TRANSACTION

AMENDMENTS TO THE TERMS OF THE RENEWED SHARING OF ADMINISTRATIVE SERVICES AND MANAGEMENT SERVICES AGREEMENT

This is a voluntary announcement made by Tian An China Investments Company Limited (the “**Company**”).

Reference is made to the announcement of the Company dated 31st January, 2011 (the “**Announcement**”) in relation to, inter alia, the renewed agreement dated 31st January, 2011 entered into between the Company and Allied Group Limited (“**AGL**”) in respect of the sharing of the administrative services and management services which constitutes a continuing connected transaction for the Company. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as those set out in the Announcement.

It was noted that Allied Cement Holdings Limited (“**ACHL**”), a 75%-owned subsidiary of the Company and the shares of which are listed on the Main Board of the Stock Exchange, has entered into an agreement with AGL in respect of the sharing of the administrative services and management services on 8th October, 2012 (the “**ACHL Sharing of Administrative Services and Management Services Agreement**”). As a result of the entering into of the ACHL Sharing of Administrative Services and Management Services Agreement, the Company entered into a supplemental letter (the “**Supplemental Letter**”) with AGL on 8th October, 2012 to exclude the estimated time to be devoted by certain individual members of the Management Staff on ACHL and its subsidiaries (collectively, “**ACHL Group**”) from the estimated percentage of time to be devoted by them to the affairs of the Group as set out in the Renewed Sharing of Administrative Services and Management Services Agreement dated 31st January, 2011.

The Company estimates that total sum of the costs payable by the Group (excluding ACHL Group) in respect of the Management Services provided by AGL under the Renewed Sharing Administrative Services and Management Services Agreement and the costs payable by ACHL Group in respect of the management services provided by AGL under the ACHL Sharing of Administrative Services and Management Services Agreement for the two financial years ending 31st December, 2012 and 31st December, 2013 would not exceed the original annual caps of HK\$18,150,000 and HK\$20,400,000 as set out in the Announcement.

Save for the above, the other terms of the Renewed Sharing of Administrative Services and Management Services Agreement remain unchanged and shall continue in full force and effect.

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

Hong Kong, 8th October, 2012

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), Mr. Ng Qing Hai, 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.