

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

DISPOSALS OF SHARES IN ALLIED CEMENT HOLDINGS LIMITED

On 21st January, 2016, the Vendor, a direct wholly-owned subsidiary of the Company, has entered into the Agreements with the Purchasers, pursuant to which:

- (i) the Vendor agreed to transfer and Purchaser A agreed to accept 352,995,000 ACHL Shares at a consideration of HK\$211,797,000.00 (representing HK\$0.60 per ACHL Share);
- (ii) the Vendor agreed to transfer and Purchaser B agreed to accept 133,011,000 ACHL Shares at a consideration of HK\$79,806,600.00 (representing HK\$0.60 per ACHL Share);
- (iii) the Vendor agreed to transfer and Purchaser C agreed to accept 113,994,000 ACHL Shares at a consideration of HK\$68,396,400.00 (representing HK\$0.60 per ACHL Share);
- (iv) the Vendor agreed to transfer and Purchaser D agreed to accept 100,000,000 ACHL Shares at a consideration of HK\$60,000,000.00 (representing HK\$0.60 per ACHL Share); and
- (v) the Vendor agreed to transfer and Purchaser E agreed to accept 100,000,000 ACHL Shares at a consideration of HK\$60,000,000.00 (representing HK\$0.60 per ACHL Share).

The aggregate gross sale proceeds (excluding brokerage and other transaction costs) for the Disposals is HK\$480,000,000.00 and the average price for each ACHL Share disposed is HK\$0.60.

As the relevant Percentage Ratio(s) for the Company exceeds 5% but is less than 25%, the Disposals constitute a discloseable transaction of the Company and is subject to announcement requirement but exempt from Shareholders' approval requirement under Chapter 14 of the Listing Rules.

THE DISPOSALS

On 21st January, 2016, the Vendor, a direct wholly-owned subsidiary of the Company, has entered into the Agreements with the Purchasers, pursuant to which:

- (i) the Vendor agreed to transfer and Purchaser A agreed to accept 352,995,000 ACHL Shares at a consideration of HK\$211,797,000.00 (representing HK\$0.60 per ACHL Share);
- (ii) the Vendor agreed to transfer and Purchaser B agreed to accept 133,011,000 ACHL Shares at a consideration of HK\$79,806,600.00 (representing HK\$0.60 per ACHL Share);
- (iii) the Vendor agreed to transfer and Purchaser C agreed to accept 113,994,000 ACHL Shares at a consideration of HK\$68,396,400.00 (representing HK\$0.60 per ACHL Share);
- (iv) the Vendor agreed to transfer and Purchaser D agreed to accept 100,000,000 ACHL Shares at a consideration of HK\$60,000,000.00 (representing HK\$0.60 per ACHL Share); and
- (v) the Vendor agreed to transfer and Purchaser E agreed to accept 100,000,000 ACHL Shares at a consideration of HK\$60,000,000.00 (representing HK\$0.60 per ACHL Share).

The aggregate gross sale proceeds (excluding brokerage and other transaction costs) for the Disposals is HK\$480,000,000.00 and the average price for each ACHL Share disposed is HK\$0.60.

As at the date of this announcement, based on the information and confirmation provided by the Purchasers and to the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, each of the Purchasers and their ultimate beneficial owners are independent third parties of the Company and its connected persons.

Assets being disposed

The 800,000,000 ACHL Shares disposed under the Disposals represent approximately 16.16% of the entire issued share capital of ACHL as at the date of this announcement. Following the Disposals, the shareholding of the Group in ACHL was reduced from approximately 18.94% to approximately 2.78%.

Consideration

Under the Disposals, 800,000,000 ACHL Shares were disposed at the price of HK\$0.60 per ACHL Share, excluding brokerage and other transaction costs. The aggregate gross sale proceeds (excluding brokerage and other transaction costs) from the Disposals is HK\$480,000,000.00, which will be received in cash on settlement upon completion of the Disposals.

The consideration for the Disposals were determined after arm's length negotiation between the Vendor and each of the Purchasers having regard to the recent trading price of ACHL Shares. The Directors consider that the consideration for the Disposals is fair and reasonable and in the interests of the Company and its Shareholders taken as a whole.

Completion

Completion of the Disposals shall take place on the third business day from the date of the Agreements (or any other date to be agreed by the Vendor and the Purchasers in writing).

INFORMATION ON THE PURCHASERS

Purchaser A is a company incorporated in the British Virgin Islands with limited liability and its principal business activity is investment holding.

Purchaser B is a company incorporated in the British Virgin Islands with limited liability and its principal business activity is investment.

Purchaser C is a company incorporated in the Cayman Islands with limited liability and its principal business activity is energy conservation and related.

Purchaser D and Purchaser E are two individuals.

INFORMATION ON ACHL

ACHL is a company incorporated under the laws of the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange.

ACHL is an investment holding company and its subsidiaries engaged principally in the manufacture and sales of cement, clinker and slag, trading of cement and provision of technical services with operations in Shandong province and Shanghai in the PRC.

Set out below are the summary of financial results of ACHL extracted from its latest published annual report and interim report:

	For the year ended 31st December, 2013 (Audited) (HK\$'000)	For the year ended 31st December, 2014 (Audited) (HK\$'000)
Net profit before taxation	62,618	46,107
Net profit after taxation	46,222	28,024

The unaudited net assets of ACHL as at 30th June, 2015 amounted to approximately HK\$1,281,077,000.

FINANCIAL EFFECT OF THE DISPOSALS

As a result of the Disposals, the Company will recognise an estimated gain of approximately HK\$202.6 million being the aggregate gross sale proceeds (excluding brokerage and other transaction costs) from the Disposals less the costs of the 800,000,000 ACHL Shares as recorded in the financial statements of the Company.

REASONS FOR AND BENEFITS OF THE DISPOSALS AND USE OF PROCEEDS

The Company is incorporated in Hong Kong with limited liability and the shares 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 apartments, villas, office buildings and commercial properties, property investment and property management in the PRC.

The Directors consider that the continued investment in the ACHL Shares is no longer in line with the investment strategy for the Group and it is a good opportunity for the Group to realise its investment given that the Disposals were made at a gain. Moreover, with reference to the prevailing market conditions and the fact that the proceeds from the Disposals will strengthen the financial position of the Group and enhance its cashflow, the Directors consider that it is an appropriate time to conduct the Disposals. For the remaining ACHL Shares held by the Group, the Group will realise them as and when appropriate in the future.

The Directors believe that the terms of the Disposals are fair and reasonable and in the interests of the Company and its Shareholders taken as a whole.

The proceeds generated from the Disposals will be applied as general working capital of the Group.

LISTING RULES IMPLICATIONS

As the relevant Percentage Ratio(s) for the Company exceeds 5% but is less than 25%, the Disposals constitute a discloseable transaction of the Company and is subject to announcement requirement but exempt from Shareholders' approval requirement under Chapter 14 of the Listing Rules.

DEFINITIONS

“ACHL”	Allied Cement Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1312)
“ACHL Share(s)”	ordinary share(s) of ACHL
“Agreements”	five sale and purchase agreements entered into by the Vendor and each of the Purchasers respectively dated 21st January, 2016 in relation to the Disposals
“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 of the Stock Exchange
“connected person(s)”	having the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“Disposal A”	the disposal of 352,995,000 ACHL Shares by the Vendor to Purchaser A on 21st January, 2016
“Disposal B”	the disposal of 133,011,000 ACHL Shares by the Vendor to Purchaser B on 21st January, 2016

“Disposal C”	the disposal of 113,994,000 ACHL Shares by the Vendor to Purchaser C on 21st January, 2016
“Disposal D”	the disposal of 100,000,000 ACHL Shares by the Vendor to Purchaser D on 21st January, 2016
“Disposal E”	the disposal of 100,000,000 ACHL Shares by the Vendor to Purchaser E on 21st January, 2016
“Disposals”	Disposal A, Disposal B, Disposal C, Disposal D and Disposal E
“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
“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, Macau Special Administrative Region of the People’s Republic of China
“Purchaser A”	the purchaser under Disposal A
“Purchaser B”	the purchaser under Disposal B
“Purchaser C”	the purchaser under Disposal C
“Purchaser D”	the purchaser under Disposal D
“Purchaser E”	the purchaser under Disposal E
“Purchasers”	Purchaser A, Purchaser B, Purchaser C, Purchaser D and Purchaser E, and any one of them, a “Purchaser”
“Shareholder(s)”	holder(s) of the shares of the Company

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Autobest Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, the entire issued shares of which are directly and wholly-owned by the Company and its principal business activity is investment holding
“%”	per cent.

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

Hong Kong, 21st January, 2016

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.