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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)

DISCLOSEABLE TRANSACTION

PROVISION OF SHAREHOLDER'S LOAN

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Reference is made to the Previous Announcement. On 21st September, 2017, Greatway (Shenzhen) (an indirect wholly-owned subsidiary of the Company) entered into the Shareholder's Loan Agreement with Xianghe Min-Hoong (an indirect 50%-owned joint venture of the Company), which was subsequently amended by the First Supplemental Shareholder's Loan Agreement.

On 18th December, 2018, Greatway (Shenzhen) entered into the Second Supplemental Shareholder's Loan Agreement with Xianghe Min-Hoong to (i) increase the principal amount of the Shareholder's Loan from the amount of not exceeding RMB400,000,000 (equivalent to approximately HK\$454,545,000) to the amount of not exceeding RMB600,000,000 (equivalent to approximately HK\$681,818,000); and (ii) extend the term of the Shareholder's Loan such that the repayment date shall be extended to 31st May, 2021.

LISTING RULES IMPLICATIONS

The Shareholder's Loan pursuant to the Agreements shall be aggregated pursuant to Rule 14.22 of the Listing Rules. As the relevant Percentage Ratio(s) in respect of the Shareholder's Loan granted by Greatway (Shenzhen) to Xianghe Min-Hoong pursuant to the Agreements exceed 5% but is less than 25%, the entering of the Agreements constitutes 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.

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The principal terms of the Shareholder's Loan Agreement (as amended by the First Supplemental Shareholder's Loan Agreement) are as follows:

Date	:	21st September, 2017 (as amended on 29th May, 2018)
Parties	:	(1) Greatway (Shenzhen) (2) Xianghe Min-Hoong
Principal Amount	:	a revolving loan in the amount of not exceeding RMB400,000,000 (equivalent to approximately HK\$454,545,000)
Purpose	:	general working capital for Xianghe Min-Hoong
Term	:	commencing from the Drawdown Date and ending on 29th May, 2020 (the "Term")
Interest	:	at the rate of 12% per annum, calculated on a daily basis and payable at the end of the Term
Repayment	:	one-off repayment of the principal amount of the Shareholder's Loan, together with the accrued interest, at the end of the Term

On 18th December, 2018, Greatway (Shenzhen) entered into the Second Supplemental Shareholder's Loan Agreement with Xianghe Min-Hoong to (i) increase the principal amount of the Shareholder's Loan from the amount of not exceeding RMB400,000,000 (equivalent to approximately HK\$454,545,000) to the amount of not exceeding RMB600,000,000 (equivalent to approximately HK\$681,818,000); and (ii) extend the term of the Shareholder's Loan such that the repayment date shall be extended to 31st May, 2021.

Other than the changes made under the Second Supplemental Shareholder's Loan Agreement, all other terms and conditions of the Shareholder's Loan Agreement (as amended by the First Supplemental Shareholder's Loan Agreement) remain the same.

The interest rate of the Shareholder's Loan has been determined after arm's length negotiation between Xianghe Min-Hoong and Greatway (Shenzhen) having taken into account the prevailing market interest rates and the principal tenor of the Shareholder's Loan. The Shareholder's Loan will be funded by internal resources of Greatway (Shenzhen).

REASONS FOR AND BENEFITS OF PROVISION OF THE SHAREHOLDER'S LOAN

The Directors consider that the provision of the Shareholder's Loan under the Agreements will facilitate Xianghe Min-Hoong in meeting its working capital needs, and will facilitate the further business development of Xianghe Min-Hoong, in which the Company has a 50% shareholding interest.

The terms of the Agreements are negotiated on an arm's length basis between Xianghe Min-Hoong and Greatway (Shenzhen). In addition, given that interest income would be generated from the Shareholder's Loan, the Directors consider that the terms of the Agreements are entered into on normal commercial terms, and are fair and reasonable and in the interests of the Company and its Shareholders as a whole.

INFORMATION RELATING TO THE COMPANY, GREATWAY (SHENZHEN) AND XIANGHE MIN-HOONG

(1) The Company

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 on the mainland in the PRC, as well as property investment and property management in Hong Kong.

(2) Greatway (Shenzhen)

Greatway (Shenzhen) is a company established in the PRC with limited liability and is an indirect wholly-owned subsidiary of the Company.

The principal business activity of Greatway (Shenzhen) is property investment.

(3) Xianghe Min-Hoong

Xianghe Min-Hoong is a company established in the PRC with limited liability and is an indirect 50%-owned joint venture of the Company.

The principal business activity of Xianghe Min-Hoong is property development.

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DEFINITIONS

“Agreements”	the Shareholder's Loan Agreement, the First Supplemental Shareholder's Loan Agreement and the Second Supplemental Shareholder's Loan Agreement
“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
“Director(s)”	the director(s) of the Company

“Drawdown Date”	the date on which the Shareholder’s Loan is drawdown
“First Supplemental Shareholder’s Loan Agreement”	the supplemental loan agreement dated 29th May, 2018 entered into between Greatway (Shenzhen) and Xianghe Min-Hoong in respect of (i) the increase of the principal amount of the Shareholder’s Loan under the Shareholder’s Loan Agreement from the amount of RMB200,000,000 (equivalent to approximately HK\$227,273,000) to the amount of not exceeding RMB400,000,000 (equivalent to approximately HK\$454,545,000); (ii) the change of the Shareholder’s Loan from non-revolving to revolving in nature; and (iii) the extension of the term of the Shareholder’s Loan such that the repayment date shall be extended to 29th May, 2020
“Greatway (Shenzhen)”	Greatway (Shenzhen) Investment Consulting Company Limited* (應威(深圳)投資諮詢有限公司), a company established in the PRC with limited liability, being an indirect wholly-owned subsidiary 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 PRC
“Listing Rules”	the 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 GEM 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
“Previous Announcement”	the announcement issued by the Company on 29th May, 2018 in respect of a disclosable transaction of the Company
“RMB”	Renminbi, the lawful currency of the PRC

“Second Supplemental Shareholder’s Loan Agreement”	the supplemental loan agreement dated 18th December, 2018 entered into between Greatway (Shenzhen) and Xianghe Min-Hoong in respect of (i) the increase of the principal amount of the Shareholder’s Loan under the Shareholder’s Loan Agreement (as amended by the First Supplemental Shareholder’s Loan Agreement) from the amount of RMB400,000,000 (equivalent to approximately HK\$454,545,000) to the amount of not exceeding RMB600,000,000 (equivalent to approximately HK\$681,818,000); and (ii) the extension of the term of the Shareholder’s Loan such that the repayment date shall be extended to 31st May, 2021
“Shareholder(s)”	the shareholder(s) of the Company
“Shareholder’s Loan(s)”	the shareholder’s loan provided by Greatway (Shenzhen) to Xianghe Min-Hoong from time to time
“Shareholder’s Loan Agreement”	the loan agreement dated 21st September, 2017 entered into between Greatway (Shenzhen) and Xianghe Min-Hoong in respect of the non-revolving Shareholder’s Loan in the amount of RMB200,000,000 (equivalent to approximately HK\$227,273,000)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Xianghe Min-Hoong”	Xianghe Min-Hoong Real Estate Development Co., Ltd.* (香河明鴻房地產開發有限公司), a company established in the PRC with limited liability, being an indirect 50%-owned joint venture of the Company
“%”	per cent.

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

Hong Kong, 18th December, 2018

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 equal to RMB0.88. 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) 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.

* *The English translation of the Chinese name of the relevant entity included in this announcement is for identification and reference only, and such translation may not be accurate and such entity may not have an official English translation/version of its Chinese name.*