

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)

**SUPPLEMENTAL AGREEMENT
IN RELATION TO
THE DISPOSAL OF A WHOLLY-OWNED SUBSIDIARY**

This announcement is made pursuant to Rule 14.36 of the Listing Rules.

On 17th July, 2009, the Company, TAHK, Mr. Fong and Guo Wei entered into the Supplemental Agreement, pursuant to which, the Parties agreed to extend the date of Completion and to amend the payment schedule of the Balance by TAHK to the Company.

References are made to (i) the circular of Tian An China Investments Company Limited (the “Company”) dated 6th August, 2008 (the “Circular”) in relation to the disposal of Tian An (Guang Zhou) Investments Co., Ltd.* (天安(廣州)投資有限公司) (“Guangzhou Tian An”), a wholly-owned subsidiary of the Company, by the Company to Tian An Hung Kai Group Company Limited* (天安鴻基集團有限公司) (“TAHK”) (the “Disposal”) and the Disposal constituted a discloseable and connected transaction of the Company; and (ii) the announcement of the Company dated 31st December, 2008 (the “Announcement”) in relation to the possible extension of the date of completion of the Disposal. The capitalised terms used herein shall have the same meanings as those defined in the Circular and the Announcement unless the context requires otherwise.

THE SUPPLEMENTAL AGREEMENT

On 17th July, 2009, the Company, TAHK, Fong Kai Shing (formerly known as Fong Ting) (“Mr. Fong”) and Guo Wei (collectively, the “Parties”) entered into a supplemental agreement to the Agreement (the “Supplemental Agreement”), pursuant to which, the Parties agree to (i) extend the date of Completion from 31st December, 2008 to 30th October, 2009; and (ii) amend the payment schedule of the Balance (i.e. RMB135,000,000) to be payable by TAHK to the Company in the following manner:

- (i) RMB30,000,000 had been paid by TAHK to the Company prior to the signing of the Supplemental Agreement by the Parties;
- (ii) RMB10,000,000 shall be payable upon signing of the Supplemental Agreement; and
- (iii) RMB95,000,000 shall be payable on or before 30th October, 2009.

In view of the Company agreeing to the extension of the date of Completion and the amendments of the payment schedule of the Balance, TAHK and Mr. Fong agreed to (i) on the date of signing of the Supplemental Agreement, pay interest on the outstanding sum of RMB105,000,000 at the rate of 3% per annum for the period commencing on 1st January, 2009 and up to the date immediately before the signing of the Supplemental Agreement; and (ii) on the date on which the remaining balance of RMB95,000,000 is paid by TAHK or Mr. Fong, pay interest on the remaining sum of RMB95,000,000 at the rate of 3% per annum for the period commencing on the date of signing of the Supplemental Agreement and up to the date on which RMB95,000,000 is paid by TAHK and/or Mr. Fong.

Save and except the aforesaid amendments, all other provisions of the Agreement remain in full force and effect.

Having regard to the benefits resulting from the Disposal as stated in the Circular and the payment of the interest by TAHK and/or Mr. Fong to the Company as mentioned above, the Directors believe that the extension of the date of Completion and the terms of the Supplemental Agreement are fair and reasonable and in the interests of the Shareholders taken as a whole.

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

Hong Kong, 17th July, 2009

As at the date of this announcement, the Board 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) and Dr. Moses Cheng Mo Chi 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.

* *For identification purpose only*