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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)**

**PROPOSED SPIN-OFF AND SEPARATE LISTING OF  
ALLIED CEMENT HOLDINGS LIMITED  
ON THE MAIN BOARD OF THE STOCK EXCHANGE**

**ENTITLEMENT TO THE PREFERENTIAL OFFERING**

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The Board wishes to clarify and remind the Qualifying Shareholders that as (i) the Partial Share Exchange Offer was declared unconditional as to acceptances on 9th December, 2011 and will remain open for acceptance until 4:00 p.m. on Friday, 23rd December, 2011; and (ii) the last day for dealings in Shares on cum-entitlement basis to the Assured Entitlements under the Preferential Offering is Wednesday, 21st December, 2011 based on the Record Date, **Qualifying Shareholders who has tendered or wish to tender their Shares for acceptance of the Partial Share Exchange Offer on or before Friday, 23rd December, 2011 would not be entitled to the Assured Entitlements under the Preferential Offering if such tender is duly accepted by the Offeror. Qualifying Shareholders should also note that valid acceptances to the Partial Share Exchange Offer received by the Offeror have exceeded 103,180,000 Shares, being the total number of Shares subject to the Partial Share Exchange Offer. Subject to the total number of Shares tendered for acceptance received by the Offeror on 23rd December, 2011, the Shares being tendered by the Qualifying Shareholders may not be fully taken up by the Offeror and the certificates of such Shares not taken up will subsequently be returned to the Qualifying Shareholders on or before 3rd January, 2012. As such, this portion of returned Shares would be entitled to the Assured Entitlements, which will be printed on the BLUE application form to be posted together with the Prospectus in due course.**

References are made to the announcements of Tian An China Investments Company Limited (the “**Company**”) dated 15th April, 2011 (the “**First Announcement**”) and 7th December, 2011 relating to, among others, the Proposed Spin-off and the Preferential Offering (the “**Preferential Entitlement Announcement**”, together with the First Announcement hereinafter as the “**Announcements**”). Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Announcements.

## **FINAL CLOSING DATE OF THE PARTIAL SHARE EXCHANGE OFFER**

On 9th December, 2011, Allied Properties (H.K.) Limited and the Company jointly announced that the Partial Share Exchange Offer has become and been declared unconditional as to acceptances on 9th December, 2011 and the Partial Share Exchange Offer will remain open for acceptance until 4:00 p.m. on Friday, 23rd December, 2011, being the final closing date, pursuant to the Takeovers Code.

## **ENTITLEMENT TO THE PREFERENTIAL OFFERING**

It is set out in the Preferential Entitlement Announcement that the timetable for Qualifying Shareholders, who wish to apply for the Reserved Shares on an assured basis under the Preferential Offering, is as follows:

Last day for dealings in Shares

on cum-entitlements basis . . . . . Wednesday, 21st December, 2011

First day for dealings in Shares

on ex-entitlements basis . . . . . Thursday, 22nd December, 2011

Latest time for lodging transfer of Shares cum-entitlement

pursuant to the Preferential Offering . . . . . 4:30 p.m. on Friday, 23rd December, 2011

Record Date . . . . . 5:00 p.m. on Friday, 23rd December, 2011

It is also set out in the Preferential Entitlement Announcement that if the Partial Share Exchange Offer becomes unconditional on or before 21st December, 2011, the Independent Shareholders who accept the Partial Share Exchange Offer and tender the duly completed and signed form of approval and acceptance and valid accompanying documents to the Share Registrar before 4:00 p.m. on Wednesday, 21st December, 2011 will not be entitled to the Assured Entitlements under the Preferential Offering.

The Board wishes to clarify and remind the Qualifying Shareholders that as (i) the Partial Share Exchange Offer was declared unconditional as to acceptances on 9th December, 2011 and will remain open for acceptance until 4:00 p.m. on Friday, 23rd December, 2011; and (ii) the last day for dealings in Shares on cum-entitlement basis to the Assured Entitlements under the Preferential Offering is Wednesday, 21st December, 2011 based on the Record Date, Qualifying Shareholders who wish to tender their Shares for acceptance of the Partial Share Exchange Offer on Thursday, 22nd December, 2011 or Friday, 23rd December, 2011 would not be entitled to the Assured Entitlements under the Preferential Offering, if such tendered Shares are accepted by China Elite Holdings Limited, the offeror

under the Partial Share Exchange Offer (the “Offeror”). Accordingly, Qualifying Shareholders who has tendered or wish to tender their Shares for acceptance of the Partial Share Exchange Offer on or before Friday, 23rd December, 2011 would not be entitled to the Assured Entitlements under the Preferential Offering if such tender is duly accepted by the Offeror. Qualifying Shareholders should also note that valid acceptances to the Partial Share Exchange Offer received by the Offeror have exceeded 103,180,000 Shares, being the total number of Shares subject to the Partial Share Exchange Offer. Subject to the total number of Shares tendered for acceptance received by the Offeror on 23rd December, 2011, the Shares being tendered by the Qualifying Shareholders may not be fully taken up by the Offeror and the certificates of such Shares not taken up will subsequently be returned to the Qualifying Shareholders on or before 3rd January, 2012. As such, this portion of returned Shares would be entitled to the Assured Entitlements, which will be printed on the BLUE application form to be posted together with the Prospectus in due course.

Shareholders and potential investors should note that the Share Offering is subject to, among others, the final decisions of the Board and the Allied Cement Board and the approval from the Stock Exchange, and may or may not proceed. Accordingly, Shareholders and potential investors are reminded to exercise caution when dealing in the securities of the Company.

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

Hong Kong, 13th December, 2011

*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), 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.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*