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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**

RECORD DATE FOR PREFERENTIAL OFFERING

References are made to the announcements of Tian An China Investments Company Limited (the “**Company**”) dated 15th April, 2011, 7th December, 2011 and 13th December, 2011 respectively (the “**Announcements**”). Unless otherwise defined, terms used herein shall have the same meanings as those defined in the Announcements.

The board of directors of the Company (the “**Board**”) wishes to announce that based on the existing share capital structure of the Company with a total of 1,506,769,491 issued Shares and APL’s holding of 705,969,096 Shares as at the date of this announcement, Qualifying Shareholders will be entitled to subscribe on an assured basis at the Offer Price one (1) Reserved Share for every integral multiple of forty-nine (49) Shares held by them as at 5:00 p.m. on the Record Date.

As at the Record Date, Overseas Shareholders whose addresses as shown on the register of members of the Company at 5:00 p.m. on the Record Date were in Canada, Denmark, Germany, the United Kingdom, Japan, Macau, Malaysia, the Philippines, Singapore and the United States of America. Having considered the basis of Assured Entitlements, the legal restrictions under the laws of the relevant place and the requirements of the relevant regulatory body or stock exchange, the Board considers it to be necessary and expedient that the Preferential Offering will not be extended to Overseas Shareholders with registered addresses in Canada, Germany, Japan, Malaysia, the Philippines and the United States of America respectively, in accordance with Rule 13.36(2) of the Listing Rules (the “**Excluded Overseas Shareholders**”). The documents issued in connection with the Share Offering and the Preferential Offering will not be registered or filed under the applicable securities or equivalent legislation of any jurisdiction other than Hong Kong.

The Prospectus (without the **BLUE** application form) will be despatched to the Excluded Overseas Shareholders by mail for information only. Applications on **BLUE** application form will not be accepted from the Excluded Overseas Shareholders.

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

Hong Kong, 23rd 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.