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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)

MAJOR TRANSACTION

PROVISION OF SHAREHOLDER LOAN

PROVISION OF SHAREHOLDER LOAN

On 11th June, 2015, Tian An (Shenzhen) (an indirect wholly-owned subsidiary of the Company) entered into the Shareholder Loan Agreement with Tian An Junye (a joint venture whose entire equity interest is owned as to 50% by each of Tian An (Shenzhen) and Junye Company), pursuant to which Tian An (Shenzhen), as lender, has agreed to make available to Tian An Junye, as borrower, the Shareholder Loan in the amount of RMB200,000,000 (equivalent to approximately HK\$253,165,000) for a period of thirty-six months at the interest rate of 12% per annum.

On 11th June, 2015, Junye Company, a shareholder of Tian An Junye holding the other 50% equity interest, has made available to Tian An Junye a shareholder loan of RMB200,000,000 (equivalent to approximately HK\$253,165,000) with the same terms and conditions as those in the Shareholder Loan Agreement.

LISTING RULES IMPLICATIONS

The Shareholder Loan, when aggregating with the Third Guarantee Transaction, the Fourth Guarantee Transaction and the Previous Shareholder Loan, constitutes a series of related transactions and shall be aggregated pursuant to Rule 14.22 of the Listing Rules. As one or more of the Percentage Ratios in respect of the Shareholder Loan, when aggregating with the Third Guarantee Transaction, the Fourth Guarantee Transaction and the Previous Shareholder Loan, exceed 25% but are less than 100%, the entering into of the Shareholder Loan Agreement constitutes a major transaction of the Company and is therefore subject to reporting, announcement and shareholders' approval requirements under the Listing Rules.

An EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Shareholder Loan Agreement and the transactions contemplated thereunder. A circular containing, among others, (i) further details of the Shareholder Loan Agreement and the transactions contemplated thereunder; (ii) the financial information and other information of the Group; (iii) other information as required under the Listing Rules; and (iv) the notice of the EGM will be despatched to the Shareholders as soon as practicable, which is expected to be on or before 10th July, 2015 to allow sufficient time for the preparation of the relevant information for inclusion in the circular.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder or any of its associates has any material interest in the Shareholder Loan Agreement and the transactions contemplated thereunder, and no Shareholder is required to abstain from voting on the resolution(s) in respect of the Shareholder Loan Agreement at the EGM.

PROVISION OF SHAREHOLDER LOAN

On 11th June, 2015, Tian An (Shenzhen) (an indirect wholly-owned subsidiary of the Company) entered into the Shareholder Loan Agreement with Tian An Junye (a joint venture whose entire equity interest is owned as to 50% by each of Tian An (Shenzhen) and Junye Company), pursuant to which Tian An (Shenzhen), as lender, has agreed to make available to Tian An Junye, as borrower, the Shareholder Loan in the amount of RMB200,000,000 (equivalent to approximately HK\$253,165,000) for a period of thirty-six months at the interest rate of 12% per annum.

Principal terms of the Shareholder Loan Agreement

The principal terms of the Shareholder Loan Agreement are as follows:

Date:	11th June, 2015
Parties:	(1) Tian An (Shenzhen), as lender; and (2) Tian An Junye, as borrower
Principal Amount:	RMB200,000,000 (equivalent to approximately HK\$253,165,000)
Purpose:	payment of the development costs to be incurred under the Project undertaken by Tian An Junye
Term:	commencing from the Loan Received Date and ending on the last day of a thirty-six months' period immediately after the Loan Received Date
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 Loan, together with the accrued interest, at the end of the Term
Early Repayment:	the provision of 5 days' prior written notice by Tian An Junye to Tian An (Shenzhen) to effect the early repayment
Conditions Precedent:	the Shareholders' approval of the Shareholder Loan in accordance with the Listing Rules being obtained on or before 31st August, 2015

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

On 11th June, 2015, Junye Company, a shareholder of Tian An Junye holding the other 50% equity interest, has made available to Tian An Junye a shareholder loan of RMB200,000,000 (equivalent to approximately HK\$253,165,000) with the same terms and conditions as those in the Shareholder Loan Agreement.

REASONS FOR AND BENEFITS OF PROVISION OF THE SHAREHOLDER LOAN

The Directors consider that the provision of the Shareholder Loan will facilitate Tian An Junye meeting the financial needs relating to the payment of development costs to be incurred under Phase 2 of the Project undertaken by Tian An Junye. The terms of the Shareholder Loan are negotiated on an arm's length basis between Tian An (Shenzhen) and Tian An Junye.

The Directors are of the view that the provision of the Shareholder Loan to Tian An Junye will facilitate the further development of the Project. In addition, given that an interest income would be generated from the Shareholder Loan, the Directors consider that the terms of the Shareholder Loan 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, TIAN AN (SHENZHEN) AND TIAN AN JUNYE

(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 in the PRC.

(2) Tian An (Shenzhen)

Tian An (Shenzhen) is a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company. The principal activities of which are property investment and investment holding.

(3) Tian An Junye

Tian An Junye is a company established in the PRC with limited liability and is a joint venture of Tian An (Shenzhen) and Junye Company, whose entire equity interest is owned as to 50% by Tian An (Shenzhen) and 50% by Junye Company. The principal activity of Tian An Junye is property development.

LISTING RULES IMPLICATIONS

Reference is made to the First and Second Guarantees Announcement, the Third Guarantee Announcement and the Previous Announcement.

As at the date of this announcement, the guarantees provided by Tian An (Shenzhen) in respect of the First Loan and Second Loan have already been discharged.

The Shareholder Loan, when aggregating with the Third Guarantee Transaction, the Fourth Guarantee Transaction and the Previous Shareholder Loan, constitutes a series of related transactions and shall be aggregated pursuant to Rule 14.22 of the Listing Rules. As one or more of the Percentage Ratios in respect of the Shareholder Loan, when aggregating with the Third Guarantee Transaction, the Fourth Guarantee Transaction and the Previous Shareholder Loan, exceed 25% but are less than 100%, the entering into of the Shareholder Loan Agreement constitutes a major transaction of the Company and is therefore subject to reporting, announcement and shareholders' approval requirements under the Listing Rules.

An EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Shareholder Loan Agreement and the transactions contemplated thereunder. A circular containing, among others, (i) further details of the Shareholder Loan Agreement and the transactions contemplated thereunder; (ii) the financial information and other information of the Group; (iii) other information as required under the Listing Rules; and (iv) the notice of the EGM will be despatched to the Shareholders as soon as practicable, which is expected to be on or before 10th July, 2015 to allow sufficient time for the preparation of the relevant information for inclusion in the circular.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder or any of its associates has any material interest in the Shareholder Loan Agreement and the transactions contemplated thereunder, and no Shareholder is required to abstain from voting on the resolution(s) in respect of the Shareholder Loan Agreement at the EGM.

DEFINITIONS

“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 persons”	having the meaning ascribed to it under the Listing Rules
“Directors”	the directors of the Company
“EGM”	the extraordinary general meeting to be convened by the Company for the Shareholders to consider and, if thought fit, approve the Shareholder Loan Agreement and the transactions contemplated thereunder
“First and Second Guarantees Announcement”	the announcement of the Company relating to the provision of guarantees by Tian An (Shenzhen) in respect of the First Loan and the Second Loan dated 30th January, 2013

“First Loan”	the loan (as detailed in the First and Second Guarantees Announcement) granted to Tian An Junye by a bank in the amount of RMB180,000,000 (equivalent to approximately HK\$227,848,000), which has been discharged by Tian An Junye
“Fourth Guarantee Transaction”	the transaction contemplated under the deed of guarantee entered into between Tian An (Shenzhen) as guarantor and a bank dated 5th September, 2014, pursuant to which Tian An (Shenzhen) has agreed to guarantee the repayment obligations of Tian An Junye to a bank up to RMB150,000,000 (equivalent to approximately HK\$189,873,000) in respect of the commercial bill facility of up to RMB300,000,000 (equivalent to approximately HK\$379,747,000) being made available by such bank to Tian An Junye for a term of twelve months from the date of drawdown, the details of which are set out in the Previous Announcement
“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
“Junye Company”	深圳市駿業雲谷投資發展有限公司 (Shenzhen Junye Cloud Park Investment Development Co., Ltd.*), a company established in the PRC with limited liability holding 50% equity interest in Tian An Junye and being a third party independent of the Company and its connected persons
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Loan Received Date”	the date on which the proceeds of the Shareholder Loan being received by Tian An Junye
“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 and Macau Special Administrative Region of the People’s Republic of China
“Previous Announcement”	the announcement of the Company relating to the Fourth Guarantee Transaction and provision of the Previous Shareholder Loan dated 5th September, 2014

“Previous Shareholder Loan”	the loan in the amount of RMB40,000,000 (equivalent to approximately HK\$50,633,000) being made available to Tian An Junye by Tian An (Shenzhen) pursuant to the loan agreement dated 5th September, 2014 entered into between Tian An (Shenzhen) and Tian An Junye, the details of which are set out in the Previous Announcement
“Project”	Shenzhen Tian An Cloud Park, an urban renewal property development project undertaken by Tian An Junye and located in Huawei New City Area, Longgang District, Shenzhen, the PRC
“RMB”	Renminbi, the lawful currency of the PRC
“Second Loan”	the loan (as detailed in the First and Second Guarantees Announcement) granted to Tian An Junye by a bank in the amount of RMB250,000,000 (equivalent to approximately HK\$316,456,000), which has been discharged by Tian An Junye
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Shareholder Loan”	the loan in the amount of RMB200,000,000 (equivalent to approximately HK\$253,165,000) being made available to Tian An Junye by Tian An (Shenzhen) pursuant to the Shareholder Loan Agreement
“Shareholder Loan Agreement”	the loan agreement dated 11th June, 2015 entered into between Tian An (Shenzhen) and Tian An Junye in respect of the Shareholder Loan
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Term”	the term of the Shareholder Loan, commencing from the Loan Received Date and ending on the last day of a thirty-six months’ period immediately after the Loan Received Date
“Third Guarantee Announcement”	the announcement of the Company relating to the Third Guarantee Transaction dated 8th November, 2013
“Third Guarantee Transaction”	the provision of guarantee by Tian An (Shenzhen) in favour of a bank in respect of the loan granted to Tian An Junye by a bank in the amount of RMB1,300,000,000 (equivalent to approximately HK\$1,645,570,000), the details of which are set out in the Third Guarantee Announcement

“Tian An Junye”	深圳天安駿業投資發展有限公司 (Shenzhen Tian An Junye Investments Development Co., Ltd.*), a company established in the PRC with limited liability (a joint venture whose equity interest is held as to 50% by each of Tian An (Shenzhen) and Junye Company), being the borrower under the Shareholder Loan Agreement
“Tian An (Shenzhen)”	天安投資(深圳)有限公司 (Tian An Investments (Shenzhen) Co., Ltd.*), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company holding 50% equity interest in Tian An Junye
“%”	per cent.

On behalf of the Board
Tian An China Investments Company Limited
Tao Tsan Sang
Executive Director

Hong Kong, 11th June, 2015

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\$1.00 equal to RMB0.79. 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), 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.

* for identification purpose only