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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

LOAN TRANSACTION

On 7th December, 2018, the Lender, an indirect wholly-owned subsidiary of the Company, as the lender entered into the Loan Agreement with the Borrower as the borrower, pursuant to which, the Lender agreed to, among other things, make available to the Borrower the Loan on the terms and subject to the conditions therein.

The Transaction, on a stand-alone basis or when aggregated with the Previous Transaction in accordance with the Listing Rules, constitutes a discloseable transaction for the Company on the basis that the relevant percentage ratio(s) exceeds 5% but is below 25%.

INTRODUCTION

On 7th December, 2018, the Lender, an indirect wholly-owned subsidiary of the Company, as the lender entered into the Loan Agreement with the Borrower as the borrower, pursuant to which, the Lender agreed to, among other things, make available to the Borrower the Loan on the terms and subject to the conditions therein.

THE LOAN AGREEMENT

Date : 7th December, 2018

Parties : (1) the Lender as the lender for the Loan Agreement; and
(2) the Borrower as the borrower for the Loan Agreement.

Based on the confirmations of the Borrower and the Guarantor, and to the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Guarantor, the Borrower and the respective ultimate beneficial owners of the Borrower, are all third parties independent of the Company and its respective connected persons.

Principal terms of the Loan Agreement

The principal terms of the Loan Agreement are as follows:

Loan amount	:	HK\$350,000,000
Term	:	three months from the 1st drawdown date of the Loan
Purpose	:	the Loan shall be applied and used by the Borrower for its general working capital
Interest rates	:	(1) 12.48% per annum for the first month from the 1st drawdown date of the Loan; and (2) 12% per annum thereafter
Securities for the Loan	:	(1) Debenture (2) Deed of Guarantee

Debenture

The Loan is secured by the Debenture created by the Borrower in favour of the Lender by way of a first fixed and floating charge over all the undertaking, property and assets of the Borrower.

The Debenture and all security constituted by or pursuant to the Debenture shall become immediately enforceable upon the occurrence of an event of default or the occurrence of any event which may lead to a default by the Borrower.

Deed of Guarantee

The Guarantor has agreed to guarantee the due and punctual performance of the obligations of the Borrower under the Loan Agreement.

REASONS FOR AND BENEFITS OF THE TRANSACTION

The terms of the Loan Agreement, including the interest rate applicable, were arrived at after arm's length negotiations between the Lender and the Borrower having taken into account the prevailing market interest rates and practices. The Loan Agreement was entered into by the Lender having regard to (i) the costs of borrowing in providing the Loan to the Borrower; (ii) the interest income to be generated by the Transaction; and (iii) the underlying securities. In addition, the Transaction is part of the ordinary and usual course of business of the Lender. In view of the above, the Directors are of the view that the terms of the Loan Agreement are on normal commercial terms and the Transaction is fair and reasonable, and in the interests of the Company and its shareholders taken as a whole.

PREVIOUS TRANSACTION

The Lender as lender entered into the Previous Loan Agreements with the Borrower and the Borrower's Subsidiary, pursuant to which, the Lender agreed to, among other things, make available to the Borrower a loan facility, which is secured by debentures over the undertaking, property and assets of the Borrower and the Borrower's Subsidiary, with interest rate of HIBOR plus 4% per annum. As at the date of this announcement, approximately HK\$6,507,000 of the loan under the Previous Loan Agreements remained outstanding and due to be repaid by the Borrower to the Lender by 20th February, 2019.

INFORMATION RELATING TO THE COMPANY, THE LENDER, THE BORROWER AND THE GUARANTOR

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.

The Lender

The Lender is a company incorporated in Hong Kong with limited liability and is an indirect wholly-owned subsidiary of the Company. The principal business activity of the Lender is provision of money lending services. The Lender holds a money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong).

The Borrower

The Borrower is a company incorporated in Hong Kong with limited liability. The principal business activity of the Borrower is provision of money lending services. The Borrower holds a money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong).

The Guarantor

The Guarantor is an individual.

LISTING RULES IMPLICATIONS

The Transaction, on a stand-alone basis or when aggregated with the Previous Transaction in accordance with the Listing Rules, constitutes a discloseable transaction for the Company on the basis that the relevant percentage ratio(s) exceeds 5% but is below 25%.

DEFINITIONS

“Board”	the board of Directors
“Borrower”	the borrower under the Loan Agreement
“Borrower’s Subsidiary”	a company incorporated in the British Virgin Islands with limited liability, being a party under the Previous Loan Agreements and a direct wholly-owned subsidiary of the Borrower
“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 person(s)”	having the meaning ascribed to it under the Listing Rules
“Debenture”	the debenture dated 7th December, 2018 created by the Borrower in favour of the Lender by way of a first fixed and floating charge over all the undertaking, property and assets of the Borrower
“Deed of Guarantee”	the irrevocable and unconditional guarantee dated 7th December, 2018 executed by the Guarantor in favour of the Lender
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Guarantor”	an individual guarantor under the Deed of Guarantee
“HIBOR”	Hong Kong Interbank Offered Rate
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Lender”	Join View Development Limited, a company incorporated in Hong Kong with limited liability, being the lender under the Loan Agreement
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	the loan in the amount of HK\$350,000,000 made available by the Lender to the Borrower on the terms and subject to the conditions set out in the Loan Agreement
“Loan Agreement”	the loan agreement entered into between the Lender as the lender and the Borrower as the borrower dated 7th December, 2018
“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 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
“Previous Loan Agreements”	the loan agreement entered into between the Lender as lender, the Borrower as borrower and the Borrower’s Subsidiary dated 30th December, 2008 as amended and supplemented from time to time
“PRC”	the People’s Republic of China, for the purpose of this announcement only, excludes Taiwan, Hong Kong, Macau Special Administrative Region of the People’s Republic of China
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transaction”	the transaction contemplated under the Loan Agreement
“%”	per cent.

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

Hong Kong, 7th December, 2018

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.