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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)

CONDITIONAL OFFER
by



SUN HUNG KAI INTERNATIONAL LIMITED

on behalf of the Company
to repurchase up to 1,100,000,000 Shares
for HK\$0.15 per Share
(as to HK\$0.03 in cash and HK\$0.12 in the form of loan note)
and Whitewash Waiver
RESULTS OF THE OFFER

As at 4:00 p.m. on 20th August, 2003, being the time when the Offer was closed, Forms of Acceptance in respect of a total of 653,372,654 Shares had been received by the Company from the Accepting Shareholders, representing approximately 7.70% of the issued share capital of the Company as at the Latest Acceptance Time and approximately 59.40% of the Maximum Number. Assuming all the Forms of Acceptance of 653,372,654 Shares are valid, the Company will repurchase and cancel 653,372,654 Shares.

As the total number of Shares tendered for acceptance of the Offer is less than the Maximum Number, Excess Tenders are accepted in full by the Company.

During the Offer period, no Warrants were exercised and the issued Shares as of close of the Offer remained at 8,490,704,582.

As a result of the Offer, the interests of the SHK Group in the issued share capital of the Company will increase from approximately 43.27% to approximately 46.88% and the aggregate interests of the SHK Group and parties acting in concert with it will increase from approximately 44.41% to approximately 48.11%. The shareholding of the SHK Group remains at 3,674,079,379 Shares.

The Registrar will send (by ordinary post, at the relevant Shareholder’s risk) a remittance for such total amount as is due to each successful Accepting Shareholder in respect of the Shares accepted under the Offer (after deducting the seller’s stamp duty due on the repurchase of the relevant Shares from the amount payable in cash), and return any Share certificate representing Shares which were not accepted under the Offer on or before Friday, 29th August, 2003.

Reference is made to the announcement of the Company dated 2nd May, 2003, 6th June, 2003, 27th June, 2003, 8th July, 2003, 10th July, 2003, 6th August, 2003 and the circular of the Company in relation to the Offer dated 10th July, 2003 (the “Circular”). Unless the context requires otherwise, terms used herein shall have the same meanings as defined in the Circular.

TENDERED SHARES

As at 4:00 p.m. on 20th August, 2003, being the time when the Offer was closed, Forms of Acceptance in respect of a total of 653,372,654 Shares had been received by the Company from the Accepting Shareholders, representing approximately 7.70% of the issued share capital of the Company as at the Latest Acceptance Time and approximately 59.40% of the Maximum Number. Assuming all the Forms of Acceptance of 653,372,654 Shares are valid, the Company will repurchase and cancel 653,372,654 Shares.

During the Offer period, no Warrants were exercised and the issued Shares as of close of the Offer remained at 8,490,704,582.

TOTAL CONSIDERATION PAYABLE

In accordance with the terms of the Offer, the Company has repurchased a total of 653,372,654 Shares in aggregate at the offer price of HK\$0.15 per Share. The total consideration payable by the Company under the Offer is approximately HK\$98.0 million (as to approximately HK\$19.6 million in cash and approximately HK\$78.4 million in Loan Notes).

EXCESS TENDERS

Shares validly tendered for acceptance by Accepting Shareholders under the Offer have been accepted in full to the extent of each such Accepting Shareholder’s Assured Entitlement. As the Excess Tenders received from Accepting Shareholders did not exceed the Maximum Number less Shares tendered by the Accepting Shareholders and accepted by the Company as the Assured Entitlements, the Excess Tenders received from Accepting Shareholders who tendered Shares in excess of their Assured Entitlements have been repurchased in full.

As a result, no separate announcement of the details of the pro-rata entitlements in respect of the Excess Tender is required for the Offer.

INTERESTS OF THE SHK GROUP

In accordance with the SHK Group’s irrevocable undertaking dated 29th April, 2003, the shareholding of the SHK Group remains at 3,674,079,379 Shares after completion of the Offer, and the interests of the SHK Group in the issued share capital of the Company will increase from approximately 43.27% to approximately 46.88%.

The shareholding structure of the Company prior to and upon completion of the Offer is as follows:

Shareholders	Existing Shareholding structure		Shareholding structure upon completion of the Offer	
	No. of Shares	%	No. of Shares	%
SHK	2,981,878,974	35.12	2,981,878,974	38.05
China Direction	2,800,000	0.03	2,800,000	0.04
SHKIL	313,980,505	3.70	313,980,505	4.00
SHKSCM	375,419,900	4.42	375,419,900	4.79
Parties acting in concert with SHK Group	96,500,288	1.14	96,500,288	1.23
Public Shareholders	4,720,124,915	55.59	4,066,752,261	51.89
Total:	8,490,704,582	100.00	7,837,331,928	100.00

DESPATCH OF CHEQUES AND CERTIFICATE OF LOAN NOTES

Provided that the Form of Acceptance submitted by an Accepting Shareholder is, or is deemed to be in order, the Registrar will inform that Shareholder, by post, of the acceptance of his Shares, including Excess Tenders for repurchase by the Company from that Shareholder, if any; at the same time, the Registrar will send (by ordinary post, at that Shareholder’s risk) a remittance for such total amount as is due to that Shareholder and the Loan Note(s) issued in respect of the Shares accepted under the Offer (after deducting the seller’s stamp duty due on the repurchase of the relevant Shares from the amount payable in cash) on or before Friday, 29th August, 2003.

It is also expected that the Registrar will (as far as practicable), on the same date, return to Accepting Shareholders any share certificate(s) or transfer receipt(s) or other document(s) of title representing Shares which were not accepted under the Offer.

In the case of any Accepting Shareholder where the number of Shares represented by the share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title sent in connection with his Form of Acceptance to the Registrar in acceptance of the Offer exceeded 50,000, such Shareholder may contact the Registrar directly to arrange for collection in person at the Registrar’s office of the remittance due to him in cash and Loan Notes in respect of the Shares accepted under the Offer (after deducting the seller’s stamp duty due on the repurchase of the relevant Shares from the amount payable in cash) and/or any share certificate(s) representing Shares which were not successfully tendered and/or not accepted under the Offer. However, if no such prior arrangement is made with the Registrar, the Registrar will send by ordinary post the remittance, Loan Notes and/or any share certificate(s) to such Shareholder at his risk.

ODD LOTS ARRANGEMENT

SHKIS (address: Level 12, One Pacific Place, 88 Queensway, Hong Kong; contact person: Miss Connie Cheung Sau Lin; telephone: 2822 5075) has been appointed by the Company as the designated broker to match sales and purchases of odd lot holdings of Shares in the market during the period from Thursday, 21st August, 2003 to Thursday, 2nd October, 2003 to enable odd lot Shareholders to dispose of their odd lots or to top up their odd lots to whole board lots of 1,000 Shares.

By Order of the Board of
Tian An China Investments Company Limited
David Hui Yip Wing
Managing Director

Hong Kong, 20th August, 2003

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 statements in this announcement misleading.