



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)

ANNOUNCEMENT
DISCLOSEABLE AND CONTINUING CONNECTED TRANSACTIONS

On 2nd March, 2005, Join View entered into a Loan Agreement with Ranbridge and the Company, pursuant to which Ranbridge agreed to make available to Join View the Loan Facility up to HK\$100,000,000.00 for its general working capital and the Company agreed to guarantee the repayment of the loan under the Loan Facility. The Loan Agreement is conditional upon, among other things, the obtaining of approval by independent Shareholders at general meeting of the Company.

Ranbridge is a direct wholly owned subsidiary of SHK, the Substantial Shareholder of the Company which holds an aggregate interest of approximately 48.6% directly and indirectly in the issued share capital of the Company. Ranbridge is principally engaged in the money lending business and holds a money lenders licence under the Money Lenders Ordinance .

Join View is an indirect wholly owned subsidiary of the Company and is principally engaged in the money lending business and holds a money lenders licence under the Money Lenders Ordinance.

The Group is principally engaged in property development and investment, hotel operation, the provision of hotel and property management and agency services, investment holding and the sale of construction materials.

The Loan Agreement constitutes discloseable and Continuing Connected Transactions for the Company which transactions are subject to the reporting, announcement and independent Shareholders’ approval requirements of the Listing Rules.

Apart from SHK and its associates, no other Shareholder is interested in the Loan Agreement and is required to refrain from voting in Shareholders’ meeting accordingly.

The Company has formed an independent board committee comprising all the Independent Non-Executive Directors to advise the independent Shareholders on whether the terms of the Loan Agreement and the relevant Cap under the Continuing Connected Transaction are fair and reasonable. An independent financial adviser will be appointed to advise the independent board committee and the independent Shareholders on the terms of the Loan Agreement and the relevant Cap under the Continuing Connected Transaction.

A circular containing, among other things, details of the Loan Agreement, the recommendation from the independent board committee in relation to the terms of the Loan Agreement and the relevant Cap under the Continuing Connected Transaction and the opinion from the independent financial adviser would be despatched to the Shareholders within 21 days after the publication of this announcement. A notice to hold an extraordinary general meeting of the Company for approval of the Loan Agreement will be despatched to the Shareholders together with the circular as soon as possible.

THE LOAN AGREEMENT DATED 2ND MARCH, 2005

Parties	
Lender	Ranbridge
Borrower	Join View
Guarantor	the Company
Loan Facility	a revolving credit facility up to HK\$100,000,000.00 (the “Loan Facility”) subject to and in accordance with the terms and conditions of a loan agreement dated 2nd March, 2005 made between Join View, Ranbridge and the Company (the “Loan Agreement”)
Purpose of the Loan Facility	for Join View’s general working capital
Terms of the Loan Facility	the Loan Facility will be available to the Borrower for the term of 36 months from the date of the Loan Agreement. The Repayment Date (as defined in the Loan Agreement) of each of the Advance (as defined in the Loan Agreement) will be specified in each of the Drawdown Notice (as defined in the Loan Agreement) by the Borrower but, in any event, it shall not be later than 36 months from the date of the Loan Agreement. The Borrower shall pay interest on the Advances (as defined in the Loan Agreement) in arrears on each Interest Payment Date (as defined in the Loan Agreement) at the rate of prime rate plus 1% per annum. The repayment of the loan under the Loan Facility is guaranteed by the Company.
Cap	the maximum annual Advance and the accumulative Advance during the term of the Loan Agreement will not exceed HK\$100,000,000.00
Condition Precedent	the Loan Agreement is conditional upon, among other things, the obtaining of approval by independent Shareholders at general meeting of the Company

INFORMATION ON JOIN VIEW

Join View is an indirect wholly owned subsidiary of the Company and is principally engaged in the money lending business and holds a money lenders licence under the Money Lenders Ordinance.

LISTING RULES IMPLICATIONS OF THE LOAN AGREEMENT

Ranbridge is principally engaged in the money lending business. It holds a money lenders licence under the Money Lenders Ordinance. It is a direct wholly owned subsidiary of SHK, the Substantial Shareholder of the Company which holds an aggregate interest of approximately 48.6% directly and indirectly in the issued share capital of the Company and therefore, a connected person of the Company as defined in Rule 14A.11 of the Listing Rules. Accordingly, the transaction under the Loan Agreement constitutes a non-exempt Continuing Connected Transaction of the Company under the Listing Rules and is subject to the disclosure requirements under Rules 14A.37 to 14A.39, 14A.46 and 14A.47 and the approval by the independent Shareholders under Rule 14A.35 of the Listing Rules. Since the Consideration Ratio (as defined in the Listing Rules) for such transaction is more than 5% but less than 25%, it also constitutes a discloseable transaction of the Company under the Listing Rules.

As a result, the Loan Agreement constitutes discloseable and Continuing Connected Transactions for the Company which transactions are subject to the reporting, announcement and independent Shareholders’ approval requirements of the Listing Rules.

Apart from SHK and its associates, no other Shareholder is interested in the Loan Agreement and is required to refrain from voting in Shareholders’ meeting accordingly.

The Company has formed an independent board committee comprising all the Independent Non-Executive Directors to advise the independent Shareholders on whether the terms of the Loan Agreement and the relevant Cap under the Continuing Connected Transaction are fair and reasonable. An independent financial adviser will be appointed to advise the independent board committee and the independent Shareholders on the terms of the Loan Agreement and the relevant Cap under the Continuing Connected Transaction.

A circular containing, among other things, details of the Loan Agreement, the recommendation from the independent board committee in relation to the terms of the Loan Agreement and the relevant Cap under the Continuing Connected Transaction and the opinion from the independent financial adviser would be despatched to the Shareholders within 21 days after the publication of this announcement. A notice to hold an extraordinary general meeting of the Company for approval of the Loan Agreement will be despatched to the Shareholders together with the circular as soon as possible.

REASONS FOR THE TRANSACTIONS

The Directors (excluding the Independent Non-Executive Directors and the independent board committee who will obtain advice from the independent financial adviser to be appointed) consider the provision of the Loan Facility by Ranbridge to Join View and the Cap to be in the interests of the Company in that such financial support will facilitate Join View’s business expansion and that internal resources within the Group could be utilized more efficiently between the Group companies. The Directors (excluding the Independent Non-Executive Directors and the independent board committee who will obtain advice from the independent financial adviser to be appointed) consider the Loan Facility, the Cap and the guarantee provided by the Company are being provided on normal commercial terms, which are arrived at after arm’s length negotiations between the parties and are fair and reasonable insofar as the Shareholders are concerned.

GENERAL INFORMATION OF SHK

The principal activity of SHK is investment holding. The principal activities of its major subsidiaries are securities, leveraged forex, bullion, commodities and futures broking, provision of online financial services and online financial information distribution, money lending including the provision of term loans, share margin financing, financial planning and wealth management, fund management, corporate finance, property investment and insurance consultancy.

GENERAL INFORMATION OF THE COMPANY

The Company is principally engaged in property development and investment, hotel operation, the provision of hotel and property management and agency services, investment holding and the sale of construction materials.

As at the date of this announcement, the Board comprises Mr. Patrick Lee Seng Wei (Chairman), Mr. Ng Qing Hai (Managing Director), Mr. Ma Sun, Mr. Edwin Lo King Yau and Mr. Li Chi Kong being the Executive Directors, Mr. Moses Cheng Mo Chi and Miss Lisa Yang Lai Sum being the Non-Executive Directors, and Mr. Francis J. Chang Chu Fai, Mr. Goodwin Gaw, Mr. Ngai Wah Sang and Mr. Xu Su Jing being the Independent Non-Executive Directors.

DEFINITIONS

“Board”	the board of Directors
“Company”	Tian An China Investments Company Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Stock Exchange (Stock Code : 28)
“Continuing Connected Transaction”	the continuing connected transaction which will be entered into between Join View and Ranbridge pursuant to the Loan Agreement
“Directors”	the directors of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Join View”	Join View Development Limited, a company incorporated under the laws of Hong Kong with limited liability and is an indirect wholly owned subsidiary of the Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Ranbridge”	Ranbridge Finance Limited, a company incorporated in Hong Kong with limited liability and is a direct wholly owned subsidiary of SHK
“Shareholder(s)”	the shareholder(s) of the Company
“SHK”	Sun Hung Kai & Co. Limited, a company incorporated in Hong Kong with limited liability whose shares are listed on the Stock Exchange (Stock Code: 86) and is a Substantial Shareholder of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Substantial Shareholder”	has the meaning as defined in the Listing Rules
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By Order of the Board
Tian An China Investments Company Limited
Cindy Yung Yee Mei
Company Secretary

Hong Kong, 2nd March, 2005