

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.*



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)



新鴻基有限公司  
SUN HUNG KAI & CO. LIMITED  
(Incorporated in Hong Kong with limited liability)  
(Stock Code: 86)

## JOINT ANNOUNCEMENT

### CONTINUING CONNECTED TRANSACTION

### TERMINATION OF LEASING AGREEMENT

Reference is made to (i) the joint announcement issued by Tian An and SHK on 29th January, 2014; (ii) the joint announcement issued by Tian An and SHK on 23rd May, 2014 (the “**Second Announcement**”) in respect of, among other matters, the entering into of the Leasing Agreement V and the Renewed Leasing Agreements between the Tian An Group and the SHK Group; and (iii) the joint announcement issued by Tian An and SHK on 31st October, 2014 in respect of the termination of the 2014 Leasing Agreement III. Unless otherwise stated, capitalised terms used herein shall have the same meanings as those defined in the Second Announcement.

As disclosed in the Second Announcement, Dalian Tian An (an indirect wholly-owned subsidiary of Tian An) and Dalian branch of SHK (Shanghai) (an indirect wholly-owned subsidiary of SHK) entered into the 2014 Leasing Agreement IV on 23rd May, 2014, pursuant to which, Dalian Tian An agreed to lease the premises at Unit 01B, 21st Floor, Dalian Tian An International Building, No. 88 Zhongshan Road, Zhongshan District, Dalian, Liaoning Province, the PRC (the “**Premises**”) to Dalian branch of SHK (Shanghai) for a term from 1st July, 2014 to 30th June, 2015 with monthly rental and management fee of RMB7,472.31 and RMB1,684.56 respectively.

On 19th December, 2014, Dalian Tian An and Dalian branch of SHK (Shanghai) entered into a supplemental agreement to terminate the 2014 Leasing Agreement IV with effect from 1st January, 2015 (the “**Supplemental Agreement**”). Pursuant to the Supplemental Agreement, Dalian branch of SHK (Shanghai) will be discharged from its payment and other obligations for the remaining term of the 2014 Leasing Agreement IV and Dalian branch of SHK (Shanghai) will not be required to pay to Dalian Tian An any penalty and/or compensation as a result of the early termination of the 2014 Leasing Agreement IV. Dalian Tian An shall return the rental deposit to Dalian branch of SHK (Shanghai) within 10 days from 1st January, 2015.

### REVISED ANNUAL CAPS AFTER THE TERMINATION OF THE 2014 LEASING AGREEMENT IV

After the termination of the 2014 Leasing Agreement IV and based on the monthly rentals and management fees payable under the 2014 Leasing Agreement I, 2014 Leasing Agreement II and 2014 Leasing Agreement V, it is expected that the maximum aggregate amount payable by the SHK Group to the Tian An Group for the financial year ending 31st December, 2015 and six months ending 30th June, 2016 will be RMB3,676,000 (equivalent to approximately HK\$4,653,000) and RMB1,702,000 (equivalent to approximately HK\$2,154,000) respectively, which are the revised Annual Caps for the corresponding periods.

## REASONS FOR ENTERING INTO OF THE SUPPLEMENTAL AGREEMENT

### Tian An

Upon termination of the 2014 Leasing Agreement IV, Dalian Tian An intends to lease the vacated Premises to other potential lessee. The Tian An Board considers that the termination of the 2014 Leasing Agreement IV will not have any material adverse impact on the operation and business of Tian An.

### SHK

The Premises have been used for office purpose in Dalian. In view of its operating adjustment in Dalian, SHK (Shanghai) considers that it is not necessary to continue leasing the Premises. As such, Dalian branch of SHK (Shanghai) sought to early terminate the 2014 Leasing Agreement IV.

## LISTING RULES IMPLICATIONS

Since the continuing connected transaction in respect of the 2014 Leasing Agreement IV is terminated, both Tian An and SHK are subject to announcement requirement pursuant to the Note to Rule 14A.35 of the Listing Rules. Details of the continuing connected transactions between the Tian An Group and the SHK Group will also be disclosed in the coming annual report 2014 of both Tian An and SHK.

Following the termination of the 2014 Leasing Agreement IV, as all applicable Percentage Ratios for SHK in respect of the revised Annual Caps for the financial year ending 31st December, 2015 will fall below 0.1%, the transactions between the Tian An Group and the SHK Group in relation to remaining terms of the leasing of premises under the 2014 Leasing Agreement I, 2014 Leasing Agreement II and 2014 Leasing Agreement V will be fully exempt from the requirements under Chapter 14A of the Listing Rules for SHK for 2015 and 2016.

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

On behalf of the SHK Board  
**Sun Hung Kai & Co. Limited**  
**Peter Anthony Curry**  
*Executive Director*

Hong Kong, 19th December, 2014

*For the purpose of this joint 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 joint announcement, the Tian An 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.*

*As at the date of this joint announcement, the SHK Board comprises Mr. Lee Seng Huang (Group Executive Chairman), Mr. William Leung Wing Cheung, Mr. Joseph Tong Tang and Mr. Peter Anthony Curry being the Executive Directors; Mr. Ahmed Mohammed Aqil Qassim Alqassim, Mr. Ho Chi Kit (Mr. Roy Kuan as his alternate) and Mr. Leung Pak To (Mr. Liu Zheng as his alternate) being the Non-Executive Directors; and Mr. David Craig Bartlett, Mr. Alan Stephen Jones, Ms. Jacqueline Alee Leung and Mr. Peter Wong Man Kong being the Independent Non-Executive Directors.*