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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

PROVISION OF FINANCIAL ASSISTANCE

PROVISION OF GUARANTEE

On 8th February, 2021, Tian An (Shenzhen) (an indirect wholly-owned subsidiary of the Company), Junye Company, Tian An Junye (a joint venture whose entire equity interest is held as to 50% by each of Tian An (Shenzhen) and Junye Company) and the Borrower (a wholly-owned subsidiary of Tian An Junye) entered into the 2021 Framework Memorandum, pursuant to which, among other things, each of Tian An (Shenzhen) and Junye Company agreed to provide a joint and several liability guarantee in respect of the obligations of the Borrower of up to RMB750,000,000 (equivalent to approximately HK\$898,204,000) under the Loan in the amount of up to RMB1,500,000,000 (equivalent to approximately HK\$1,796,407,000).

SHAREHOLDER'S LOAN TO TIAN AN CLOUD PARK

Prior to the entering into of the 2021 Framework Memorandum and as disclosed in the Previous Announcement, on 9th April, 2020, Tian An (Shenzhen), Junye Company and Tian An Junye entered into the 2020 Framework Memorandum, pursuant to which, among other things, Tian An (Shenzhen) agreed to make available to Tian An Cloud Park (a wholly-owned subsidiary of Tian An Junye) the Shareholder's Loan in an amount up to RMB200,000,000 (equivalent to approximately HK\$239,521,000).

LISTING RULES IMPLICATIONS

As one of the relevant Percentage Ratios for the provision of the Guarantee, both on a standalone basis and when aggregated with the Shareholder's Loan in accordance with Rule 14.22 of the Listing Rules, exceeds 5% but is less than 25%, the provision of the Guarantee and the Shareholder's Loan constitute a discloseable transaction for the Company and is subject to announcement requirement but exempt from Shareholders' approval requirement under Chapter 14 of the Listing Rules.

PROVISION OF GUARANTEE

On 8th February, 2021, Tian An (Shenzhen) (an indirect wholly-owned subsidiary of the Company), Junye Company, Tian An Junye (a joint venture whose entire equity interest is held as to 50% by each of Tian An (Shenzhen) and Junye Company) and the Borrower (a wholly-owned subsidiary of Tian An Junye) entered into the 2021 Framework Memorandum, pursuant to which, among other things, each of Tian An (Shenzhen) and Junye Company agreed to provide a joint and several liability guarantee in respect of the obligations of the Borrower of up to RMB750,000,000 (equivalent to approximately HK\$898,204,000) under the Loan in the amount of up to RMB1,500,000,000 (equivalent to approximately HK\$1,796,407,000).

The purpose of the Loan shall be for the development of the Guangming Project undertaken by Minghu Investments (a joint venture of the Borrower). Pursuant to the 2021 Framework Memorandum, BOC Wealth Management shall provide the necessary funds to the Lender, which shall in turn, as lender, provide the Loan to the Borrower. The Borrower shall apply the proceeds of the Loan for the use by Minghu Investments.

In addition to the Guarantee and the guarantee to be provided by Junye Company, the other guarantees and securities for the Loan pursuant to the 2021 Framework Memorandum shall include (i) a share charge over the entire equity interest of the Borrower; (ii) a joint and several liability guarantee to be provided by Tian An Junye in respect of the obligations of the Borrower of the full amount under the Loan; (iii) a personal joint and several liability guarantee to be provided by each of the legal representative of Tian An (Shenzhen) and Mr. Li (an individual beneficially owning approximately 99.83% equity interest in Junye Company) in respect of the obligations of the Borrower, each in the amount of up to RMB750,000,000 (equivalent to approximately HK\$898,204,000) under the Loan; and (iv) a charge over a property owned by Tian An Cloud Park.

The terms of the Guarantee have been determined after arm's length negotiation between the parties to the 2021 Framework Memorandum having taken into account the prevailing loan facilities of similar terms with that of the Loan, the tenor of the Loan and the effective interest of the Group in the Borrower.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, each of Junye Company, BOC Wealth Management, the Lender and their respective ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

SHAREHOLDER'S LOAN TO TIAN AN CLOUD PARK

Prior to the entering into of the 2021 Framework Memorandum and as disclosed in the Previous Announcement, on 9th April, 2020, Tian An (Shenzhen), Junye Company and Tian An Junye entered into the 2020 Framework Memorandum, pursuant to which, (i) Tian An (Shenzhen) agreed to make available to Tian An Cloud Park (a wholly-owned subsidiary of Tian An Junye) the Shareholder's Loan in an amount up to RMB200,000,000 (equivalent to approximately HK\$239,521,000); and (ii) Junye Company agreed to make available to Tian An Cloud Park a shareholder's loan in an amount up to RMB200,000,000 (equivalent to approximately HK\$239,521,000), which shall be repayable at the end of the 36th month from the date of drawdown at an interest rate of 10% per annum.

The purpose of the Shareholder's Loan is for the payment of the development costs to be incurred under the Longgang Project undertaken by Tian An Cloud Park. The interest shall be payable on each anniversary of the drawdown date of the Shareholder's Loan, and the repayment of the principal amount, together with any unpaid accrued interest, shall be made at the end of the 36th month from the date of drawdown. As at the date of this announcement, the Shareholder's Loan under the 2020 Framework Memorandum has been drawn down.

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

REASONS FOR AND BENEFITS OF PROVISION OF THE GUARANTEE AND THE SHAREHOLDER'S LOAN

The Loan provides funds for the Borrower which will in turn be used by Minghu Investments for the development of the Guangming Project. The Directors are of the view that the provision of the Guarantee, which is incidental to the grant of the Loan, will facilitate Minghu Investments (a joint venture of the Borrower, which in turn is a wholly-owned subsidiary of Tian An Junye) meeting the financial needs relating to the Guangming Project, and enhance the business development of Tian An Junye, in which the Company has a 50% equity interest, as a whole. Furthermore, the Guarantee is in proportion to the Group's effective interest in the Borrower, and Junye Company, a shareholder of Tian An Junye holding the other 50% effective interest, shall also provide a joint and several liability guarantee for the performance by the Borrower of its obligations under the Loan.

As disclosed in the Previous Announcement, the Directors consider that the provision of the Shareholder's Loan will facilitate Tian An Cloud Park meeting the financial needs relating to the Longgang Project, and enhance the business development of Tian An Junye as a whole. Furthermore, the responsibility for meeting such financial needs has been shared equally by Junye Company, which has also made available to Tian An Cloud Park the shareholder's loan in the amount of RMB200,000,000 (equivalent to approximately HK\$239,521,000) in accordance with the 2020 Framework Memorandum. It is also the view of the Directors that the provision of the Shareholder's Loan to Tian An Cloud Park will not only facilitate the further development of the Longgang Project but will bring additional interest income to the Company.

Based on the above, the Directors consider that the terms of the Guarantee and the Shareholder's Loan were negotiated on an arm's length basis between the parties and 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), JUNYE COMPANY, TIAN AN JUNYE, BOC WEALTH MANAGEMENT, THE LENDER, THE BORROWER, MINGHU INVESTMENTS AND TIAN AN CLOUD PARK

(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 on the mainland in the PRC, as well as property investment and property management in Hong Kong.

(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 holding 50% equity interest in Tian An Junye.

The principal business activities of Tian An (Shenzhen) are property investment and investment holding.

(3) Junye Company

Junye Company is a company established in the PRC with limited liability holding 50% equity interest in Tian An Junye. It is beneficially owned as to approximately 99.83% by Mr. Li and 0.17% by Mr. Yang Yi, respectively.

The principal business activities of Junye Company are property development, property investment, real estate agency and property investment consultancy.

(4) Tian An Junye

Tian An Junye is a company established in the PRC with limited liability and a joint venture whose entire equity interest is held as to 50% by each of Tian An (Shenzhen) and Junye Company.

The principal business activities of Tian An Junye are property development and property investment.

(5) BOC Wealth Management

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, BOC Wealth Management is a company established in the PRC with limited liability and is a wholly-owned subsidiary of Bank of China Limited, which in turn is a joint stock company incorporated in the PRC with limited liability whose H shares and offshore preference shares are listed on the Main Board of the Stock Exchange (H-share stock code: 3988 and offshore preference share stock code: 4619).

The principal business of BOC Wealth Management includes wealth management products for the general public and qualified investors, consulting, and other asset management related products and services.

(6) The Lender

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Lender is a company established in the PRC with limited liability and owned as to 98% by 中國寶武鋼鐵集團有限公司 (China Baowu Steel Group Co., Ltd.*) and 2% by 舟山市國有資產投資經營有限公司 (Zhoushan City National Asset Investment and Management Co., Ltd.*), respectively, both being state-owned enterprises.

The principal business activities of the Lender are provision of financial trust and management services, investment services and consultancy services.

(7) The Borrower

The Borrower is a company established in the PRC with limited liability and a wholly-owned subsidiary of Tian An Junye.

The principal business activity of the Borrower is investment holding.

(8) Minghu Investments

Minghu Investments is a company established in the PRC with limited liability and a joint venture of the Borrower.

The principal business activity of Minghu Investments is property development.

(9) Tian An Cloud Park

Tian An Cloud Park is a company established in the PRC with limited liability and a wholly-owned subsidiary of Tian An Junye.

The principal business activities of Tian An Cloud Park are property development and property investment.

LISTING RULES IMPLICATIONS

As one of the relevant Percentage Ratios for the provision of the Guarantee, both on a standalone basis and when aggregated with the Shareholder's Loan in accordance with Rule 14.22 of the Listing Rules, exceeds 5% but is less than 25%, the provision of the Guarantee and the Shareholder's Loan constitute a discloseable transaction for the Company and is subject to announcement requirement but exempt from Shareholders' approval requirement under Chapter 14 of the Listing Rules.

DEFINITIONS

“2020 Framework Memorandum”	the framework memorandum dated 9th April, 2020 entered into among Tian An (Shenzhen), Junye Company and Tian An Junye in respect of, among other things, the provision of the Shareholder’s Loan
“2021 Framework Memorandum”	the framework memorandum dated 8th February, 2021 entered into among Tian An (Shenzhen), Junye Company, Tian An Junye and the Borrower in respect of, among other things, the provision of the Guarantee
“Board”	the board of Directors
“BOC Wealth Management”	中銀理財有限責任公司 (BOC Wealth Management Co., Ltd.), a company established in the PRC with limited liability, being the principal which shall provide funding to the Lender for the provision of the Loan
“Borrower”	深圳光明天安雲谷投資發展有限公司 (Shenzhen Guangming Tian An Cloud Park Investments and Development Co., Ltd.*), a company established in the PRC with limited liability and a wholly-owned subsidiary of Tian An Junye
“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
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Guangming Project”	Shenzhen Guangming Tian An Cloud Park, a residential and commercial property development project undertaken by Minghu Investments and located in Guangming District, Shenzhen, the PRC
“Guarantee”	the joint and several liability guarantee to be provided by Tian An (Shenzhen) of up to RMB750,000,000 (equivalent to approximately HK\$898,204,000) in respect of the Loan pursuant to the 2021 Framework Memorandum
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC

“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
“Lender”	華寶信託有限責任公司 (Hwabao Trust Co., Ltd.*), a company established in the PRC with limited liability, being the lender under the Loan
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	a loan in the amount of up to RMB1,500,000,000 (equivalent to approximately HK\$1,796,407,000) at an interest rate of 8.25% per annum for a term of 24 months to be provided by the Lender to the Borrower
“Longgang Project”	Shenzhen Tian An Cloud Park, an urban renewal property development project undertaken by Tian An Cloud Park and located in Huawei New City Area, Longgang District, Shenzhen, the PRC
“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 GEM of the Stock Exchange
“Minghu Investments”	深圳市明湖晟匯投資開發有限公司 (Shenzhen Minghu Chenghui Investments and Development Co., Ltd.*), a company established in the PRC with limited liability and a joint venture of the Borrower
“Mr. Li”	Mr. Li Ming, an individual who beneficially owns approximately 99.83% equity interest in Junye Company
“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 issued by the Company on 9th April, 2020 in respect of, among other things, the provision of the Shareholder’s Loan
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company

“Shareholder’s Loan”	the loan in an amount up to RMB200,000,000 (equivalent to approximately HK\$239,521,000) being made available by Tian An (Shenzhen), its ultimate beneficial owner(s) and/or their respective subsidiaries or associates to Tian An Cloud Park pursuant to the 2020 Framework Memorandum
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tian An Cloud Park”	深圳天安雲谷投資發展有限公司 (Shenzhen Tian An Cloud Park Investments Development Co., Ltd.*), a company established in the PRC with limited liability and a wholly-owned subsidiary of Tian An Junye
“Tian An Junye”	深圳天安駿業投資發展(集團)有限公司 (Shenzhen Tian An Junye Investments Development (Group) Co., Ltd.*), a company established in the PRC with limited liability and a joint venture whose entire equity interest is held as to 50% by each of Tian An (Shenzhen) and Junye Company
“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, 8th February, 2021

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 RMB0.835. 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. 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.

* *The English translation of the Chinese name of the relevant entity included in this announcement is for identification and reference only, and such translation may not be accurate and such entity may not have an official English translation/version of its Chinese name.*