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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 SHAREHOLDER'S LOANS

PROVISION OF SHAREHOLDER'S LOANS

2018 Framework Memorandum

On 20th September, 2018, Tian An (Shenzhen) (an indirect wholly-owned subsidiary of the Company), Junye Company and Tian An Junye (a joint venture whose entire equity interest is held as to 50% by each of Tian An (Shenzhen) and Junye Company, respectively) entered into the 2018 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 2018 Shareholder's Loan in an amount up to RMB200,000,000 (equivalent to approximately HK\$227,273,000); 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\$227,273,000), which shall be repayable at the end of the 36th month from the date of the 2018 Framework Memorandum at an interest rate of 10% per annum.

As at the date of this announcement, (i) the 2018 Shareholder's Loan in the amount of RMB200,000,000 (equivalent to approximately HK\$227,273,000) was fully drawn down by Tian An Cloud Park from Tian An (Shenzhen) and an indirect wholly-owned subsidiary of the Company; and (ii) the shareholder's loan in the amount of RMB200,000,000 (equivalent to approximately HK\$227,273,000) was also fully drawn down by Tian An Cloud Park from Junye Company.

2019 Framework Memorandum

On 5th July, 2019, Tian An (Shenzhen), Junye Company and Tian An Junye entered into the 2019 Framework Memorandum, pursuant to which, (i) Tian An (Shenzhen) agreed to make available to Tian An Cloud Park the 2019 Shareholder's Loan in an amount up to RMB200,000,000 (equivalent to approximately HK\$227,273,000); 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\$227,273,000), which shall be repayable at the end of the 36th month from the date of drawdown at an interest rate of 12% per annum.

As at the date of this announcement, both the 2019 Shareholder's Loan and the shareholder's loan from Junye Company have not been drawn down.

LISTING RULES IMPLICATIONS

None of the Percentage Ratios for the transactions contemplated under the 2018 Shareholder's Loan exceeds 5%, and therefore does not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules.

Pursuant to Rule 14.22 of the Listing Rules, the 2018 Shareholder's Loan and the 2019 Shareholder's Loan shall be aggregated. As one of the relevant Percentage Ratio(s) in respect of the Shareholder's Loans granted by the Group to Tian An Cloud Park pursuant to the Memoranda exceeds 5% but is less than 25%, the entering into of the Memoranda constitutes a discloseable transaction of the Company and is subject to announcement requirement but exempt from Shareholders' approval requirement under Chapter 14 of the Listing Rules.

PROVISION OF SHAREHOLDER'S LOANS

2018 Framework Memorandum

On 20th September, 2018, Tian An (Shenzhen) (an indirect wholly-owned subsidiary of the Company), Junye Company and Tian An Junye (a joint venture whose entire equity interest is held as to 50% by each of Tian An (Shenzhen) and Junye Company, respectively) entered into the 2018 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 2018 Shareholder's Loan in an amount up to RMB200,000,000 (equivalent to approximately HK\$227,273,000); 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\$227,273,000), which shall be repayable at the end of the 36th month from the date of the 2018 Framework Memorandum at an interest rate of 10% per annum.

The principal terms of the 2018 Framework Memorandum are as follows:

Date	:	20th September, 2018
Parties	:	(1) Tian An (Shenzhen); (2) Junye Company; and (3) Tian An Junye
Principal Amount	:	(1) up to RMB200,000,000 (equivalent to approximately HK\$227,273,000) made available by Tian An (Shenzhen) and/or its subsidiaries or associates to Tian An Cloud Park; and (2) up to RMB200,000,000 (equivalent to approximately HK\$227,273,000) made available by Junye Company and/or its subsidiaries or associates to Tian An Cloud Park
Purpose	:	payment of the development costs to be incurred under the Project undertaken by Tian An Cloud Park
Term	:	36 months from the date of the 2018 Framework Memorandum

- Interest : at the rate of 10% per annum, calculated on a daily basis and payable on each anniversary of the drawdown date of the shareholder's loan
- Repayment : one-off repayment of the principal amount, together with any unpaid accrued interest, which shall be repayable at the end of the 36th month from the date of the 2018 Framework Memorandum

As at the date of this announcement, (i) the 2018 Shareholder's Loan in the amount of RMB200,000,000 (equivalent to approximately HK\$227,273,000) was fully drawn down by Tian An Cloud Park from Tian An (Shenzhen) and an indirect wholly-owned subsidiary of the Company; and (ii) the shareholder's loan in the amount of RMB200,000,000 (equivalent to approximately HK\$227,273,000) was also fully drawn down by Tian An Cloud Park from Junye Company.

2019 Framework Memorandum

On 5th July, 2019, Tian An (Shenzhen), Junye Company and Tian An Junye entered into the 2019 Framework Memorandum, pursuant to which, (i) Tian An (Shenzhen) agreed to make available to Tian An Cloud Park the 2019 Shareholder's Loan in an amount up to RMB200,000,000 (equivalent to approximately HK\$227,273,000); 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\$227,273,000), which shall be repayable at the end of the 36th month from the date of drawdown at an interest rate of 12% per annum.

The principal terms of the 2019 Framework Memorandum are as follows:

- Date : 5th July, 2019
- Parties : (1) Tian An (Shenzhen);
(2) Junye Company; and
(3) Tian An Junye
- Principal Amount : (1) up to RMB200,000,000 (equivalent to approximately HK\$227,273,000) made available by Tian An (Shenzhen) and/or its subsidiaries or associates to Tian An Cloud Park; and
(2) up to RMB200,000,000 (equivalent to approximately HK\$227,273,000) made available by Junye Company and/or its subsidiaries or associates to Tian An Cloud Park
- Purpose : payment of the development costs to be incurred under the Project undertaken by Tian An Cloud Park
- Term : 36 months from the date of drawdown

Interest	:	at the rate of 12% per annum, calculated on a daily basis and payable on each anniversary of the drawdown date of the shareholder's loan
Repayment	:	one-off repayment of the principal amount, together with any unpaid accrued interest, which shall be repayable at the end of the 36th month from the date of drawdown

As at the date of this announcement, both the 2019 Shareholder's Loan and the shareholder's loan from Junye Company have not been drawn down.

The interest rate of each of the 2018 Shareholder's Loan and the 2019 Shareholder's Loan has been determined after arm's length negotiation between Tian An (Shenzhen) and Tian An Junye having taken into account the prevailing market interest rates and the tenor of each of the 2018 Shareholder's Loan and the 2019 Shareholder's Loan. The 2018 Shareholder's Loan was funded by the internal resources of the Group, while the 2019 Shareholder's Loan will also be funded by internal resources of the Group.

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

REASONS FOR AND BENEFITS OF PROVISION OF THE SHAREHOLDER'S LOANS

The Directors consider that the provision of the Shareholder's Loans will facilitate Tian An Cloud Park meeting the financial needs relating to the Project undertaken by Tian An Cloud Park and also the further business development of Tian An Junye, in which the Company has a 50% equity interest.

The terms of the Shareholder's Loans were negotiated on an arm's length basis between Tian An (Shenzhen) and Tian An Junye. Furthermore, Junye Company, a shareholder of Tian An Junye holding the other 50% equity interest, has made available to Tian An Cloud Park the shareholder's loans in the aggregate amount of RMB400,000,000 (equivalent to approximately HK\$454,545,000) in accordance with the Memoranda.

The Directors are of the view that the provision of the Shareholder's Loans to Tian An Cloud Park will facilitate the further development of the Project. In addition, given that an interest income would be generated from the Shareholder's Loans, the Directors consider that the terms of the Shareholder's Loans 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 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.

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, respectively.

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

(5) 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 activity of Tian An Cloud Park is property development.

LISTING RULES IMPLICATIONS

None of the Percentage Ratios for the transactions contemplated under the 2018 Shareholder's Loan exceeds 5%, and therefore does not constitute a notifiable transaction of the Company under Chapter 14 of the Listing Rules.

Pursuant to Rule 14.22 of the Listing Rules, the 2018 Shareholder's Loan and the 2019 Shareholder's Loan shall be aggregated. As one of the relevant Percentage Ratio(s) in respect of the Shareholder's Loans granted by the Group to Tian An Cloud Park pursuant to the Memoranda exceeds 5% but is less than 25%, the entering into of the Memoranda constitutes a discloseable transaction of the Company and is subject to announcement requirement but exempt from Shareholders' approval requirement under Chapter 14 of the Listing Rules.

DEFINITIONS

“2018 Framework Memorandum” the framework memorandum dated 20th September, 2018 entered into among Tian An (Shenzhen), Junye Company and Tian An Junye in respect of the 2018 Shareholder's Loan

“2018 Shareholder’s Loan”	the loan in the amount up to RMB200,000,000 (equivalent to approximately HK\$227,273,000) being made available by Tian An (Shenzhen) and/or its subsidiaries or associates to Tian An Cloud Park pursuant to the 2018 Framework Memorandum
“2019 Framework Memorandum”	the framework memorandum dated 5th July, 2019 entered into among Tian An (Shenzhen), Junye Company and Tian An Junye in respect of the 2019 Shareholder’s Loan
“2019 Shareholder’s Loan”	the loan in the amount up to RMB200,000,000 (equivalent to approximately HK\$227,273,000) being made available by Tian An (Shenzhen) and/or its subsidiaries or associates to Tian An Cloud Park pursuant to the 2019 Framework Memorandum
“Board”	the board of Directors
“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
“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 and together with its ultimate beneficial owner(s), being third parties independent of the Company and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“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
“Memoranda”	the 2018 Framework Memorandum and the 2019 Framework Memorandum
“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

“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
“RMB”	Renminbi, the lawful currency of the PRC
“Shareholder(s)”	the shareholder(s) of the Company
“Shareholder’s Loans”	the 2018 Shareholder’s Loan and the 2019 Shareholder’s Loan
“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, respectively
“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, 5th July, 2019

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 equal to RMB0.88. 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. 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.

* *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.*