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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 THE GUARANTEE

On 20th December, 2019, the Company, Sino Trader (an indirect wholly-owned subsidiary of the Company and the holder of 60% of the issued share capital of the JV Company) and Beauty Pearl (the holder of 40% of the issued share capital of the JV Company) entered into the Agreement pursuant to which, among other things, the Company agreed to provide the Guarantee in favour of the Lender for the performance by the Project Company of all of its obligations (including any payment obligation) under the Loan in the amount of not more than RMB300,000,000 (equivalent to approximately HK\$333,333,000) and other relevant transaction documents.

LISTING RULES IMPLICATIONS

As one of the relevant Percentage Ratios in respect of the provision of the Guarantee exceeds 5% but is less than 25%, the entering into of the Agreement constitutes 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 THE GUARANTEE

On 20th December, 2019, the Company, Sino Trader (an indirect wholly-owned subsidiary of the Company and the holder of 60% of the issued share capital of the JV Company) and Beauty Pearl (the holder of 40% of the issued share capital of the JV Company) entered into the Agreement pursuant to which, among other things, the Company agreed to provide the Guarantee in favour of the Lender for the performance by the Project Company of all of its obligations (including any payment obligation) under the Loan in the amount of not more than RMB300,000,000 (equivalent to approximately HK\$333,333,000) and other relevant transaction documents.

Pursuant to the JV Agreement, where external financing is required to finance the development of the Land and if any undertakings are required to be given as a condition to such external financing, such undertakings shall be given in proportion to the 60% and 40% shareholding interest held by Sino Trader and Beauty Pearl in the JV Company, respectively. As such, Beauty Pearl agreed to provide a counter-indemnity to the Company, whereby Beauty Pearl shall counter-indemnify the Company for the Relevant Proportion of (i) any payment made or required to be made in satisfaction of the Company's obligations under the Guarantee; and (ii) all claims which the Company may incur under the Guarantee or its performance or observance of any obligations or liabilities under or in connection with the Guarantee. Beauty Pearl further agreed to pledge all its shares in the JV Company in favour of Sino Trader and assign to Sino Trader (a) all shareholder's loan(s) owed by the JV Company and/or any of its subsidiaries to Beauty Pearl (including any entities who have provided shareholder's loan(s) to the JV Company and/or any of its subsidiaries at the instruction of Beauty Pearl) which are outstanding as at the date of the counter-indemnity agreement to be executed by Beauty Pearl; and (b) any shareholder's loan(s) to be advanced by Beauty Pearl and/or any of its subsidiaries to the JV Company thereafter during the term of the counter-indemnity agreement, as securities for the due performance and observance of Beauty Pearl's obligations under the counter-indemnity.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, save for the 40% of the issued share capital that Beauty Pearl holds in the JV Company in relation to the joint development of the Land, Beauty Pearl and its ultimate beneficial owner (i.e. Mr. Go) are all third parties independent of the Company and its connected persons.

REASONS FOR AND BENEFITS OF THE PROVISION OF THE GUARANTEE

The Group is engaged principally in, among other things, property development and investment on the mainland in the PRC.

The Directors are of the view that the Loan provides funding for the Project Company to complete the development of the Land located in the PRC, in which the Group has a 60% share of profits. Furthermore, the provision of the Guarantee is incidental to the grant of the Loan, which in turn forms an integral part of development of the Land by providing funding to ensure the completion of the development of the Land.

Although the provision of the Guarantee by Sino Trader was not in proportion to the 60% shareholding interest held by Sino Trader in the JV Company, in accordance with the JV Agreement, Beauty Pearl agreed to counter-indemnify the Company for the Relevant Proportion of (i) any payment made or required to be made in satisfaction of the Company's obligations under the Guarantee; and (ii) all claims which the Company may incur under the Guarantee or its performance or observance of any obligations or liabilities under or in connection with the Guarantee.

Having considered the above, the Directors are of the view that the provision of the Guarantee is 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, SINO TRADER AND BEAUTY PEARL

(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) Sino Trader

Sino Trader is a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company and owns 60% of the issued share capital of the JV Company.

The principal business activity of Sino Trader is investment holding.

(3) Beauty Pearl

Beauty Pearl is a company incorporated in the British Virgin Islands with limited liability and is beneficially owned by Mr. Go.

The principal business activity of Beauty Pearl is investment holding and owns 40% of the issued share capital of the JV Company.

LISTING RULES IMPLICATIONS

As one of the relevant Percentage Ratios in respect of the provision of the Guarantee exceeds 5% but is less than 25%, the entering into of the Agreement constitutes 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

“Agreement”	the framework agreement dated 20th December, 2019 entered into among the Company, Sino Trader and Beauty Pearl in relation to the provision of the Guarantee
“Beauty Pearl”	Beauty Pearl Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, and directly owns 40% of the issued share capital of the JV Company as at the date of this announcement
“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
“Guarantee”	the guarantee provided by Company in respect of the Loan
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“JV Agreement”	the joint venture agreement dated 29th July, 2016 entered into among Beauty Pearl, Sino Trader and the JV Company in relation to the joint development of, among other things, the Land, details of which were announced by the Company on 1st August, 2016
“JV Company”	Noble-Link Worldwide Inc., a company incorporated in the British Virgin Islands with limited liability and is directly owned as to 60% by Sino Trader (which in turn is an indirect wholly-owned subsidiary of the Company) and 40% by Beauty Pearl
“Land”	a piece of land in Nanjing, the PRC with an area of 5,012 square metres
“Lender”	an external financier to be identified by the Project Company who shall provide the Loan to the Project Company
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	a loan in the amount not more than RMB300,000,000 (equivalent to approximately HK\$333,333,000), at an interest rate to be agreed between the Lender and the Project Company, which is intended to be obtained from the Lender by the Project Company
“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
“Mr. Go”	Mr. Go Twan Seng, the ultimate beneficial owner of Beauty Pearl
“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 Company”	麥哲理(南京)房地產開發有限公司 (Accurate (Nanjing) Land Limited*), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the JV Company and the borrower of the Loan

“Relevant Proportion”	40%, being the shareholding interest held by Beauty Pearl in the JV Company as at the date of this announcement
“RMB”	Renminbi, the lawful currency of the PRC
“Sino Trader”	Sino Trader Investments Limited, a company incorporated in the British Virgin Islands with limited liability and an indirect wholly-owned subsidiary of the Company, and directly owns 60% of the issued share capital of the JV Company as at the date of this announcement
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

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

Hong Kong, 20th December, 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\$1.00 equal to RMB0.90. 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.*