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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 31st August, 2021, TA Shanghai (an indirect wholly-owned subsidiary of the Company) issued the Letter, pursuant to which, TA Shanghai shall unconditionally and irrevocably provide the Guarantee in respect of the repayment obligations of the Joint Venture (a joint venture whose equity interest is owned as to 33% by Shanghai Jialing which in turn is an indirect non wholly-owned subsidiary of the Company) under the Syndicated Loan Agreement, including but not limited to the outstanding principal of up to RMB330,000,000 (equivalent to approximately HK\$397,590,000) under the Facility (representing 33% of the Facility), interests, penalties and all other legal fees payable by the Joint Venture in proportion to the 33% equity interest in the Joint Venture held by Shanghai Jialing.

LISTING RULES IMPLICATIONS

As one of the relevant Percentage Ratios for the provision of the Guarantee exceeds 5% but is less than 25%, the provision of the Guarantee 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.

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The terms of the Guarantee have been determined after arm's length negotiation among TA Shanghai, the Joint Venture and the Lender Banks having taken into account the prevailing loan facilities of similar terms with that of the Facility and the equity interest of Shanghai Jialing in the Joint Venture.

In addition to the Guarantee, the other guarantees and securities for the Facility include (i) the guarantees provided by the other joint venture partners of the Joint Venture in proportion to their respective equity interest in the Joint Venture; and (ii) a charge over a parcel of land in Nanjing, the PRC owned by the Joint Venture.

REASONS FOR AND BENEFITS OF THE PROVISION OF THE GUARANTEE

The Directors are of the view that the provision of the Guarantee, which is incidental to the provision of the Facility by the Lender Banks, will facilitate the business development of the Joint Venture as a whole by meeting the financial needs relating to a property development project in Nanjing, the PRC carried out by the Joint Venture. Furthermore, the Guarantee is in proportion to the equity interest in the Joint Venture held by Shanghai Jialing. The other joint venture partners of the Joint Venture shall also provide guarantees for the repayment obligations of the Joint Venture under the Syndicated Loan Agreement in proportion to their respective equity interest in the Joint Venture.

In light of the aforesaid, the Directors are of the view that the provision of the Guarantee is on normal commercial terms, and is fair and reasonable and in the interests of the Company and its Shareholders as a whole.

INFORMATION RELATING TO THE COMPANY, TA SHANGHAI, THE JOINT VENTURE AND THE LENDER BANKS

(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) TA Shanghai

TA Shanghai is a company established in the PRC with limited liability and is an indirect wholly-owned subsidiary of the Company.

The principal business activities of TA Shanghai are property development and investment and investment holding.

(3) The Joint Venture

The Joint Venture is a company established in the PRC with limited liability and is owned as to (i) 33% by Shanghai Jialing, being an indirect non wholly-owned subsidiary of the Company; (ii) 34% by Nanjing Zhuozheng, being an indirect non wholly-owned subsidiary of CIFI Group which in turn is a company listed on the Main Board of the Stock Exchange (stock code: 884); and (iii) 33% by Maonshan Yibai, being an indirect non wholly-owned subsidiary of Seazen which in turn is a company listed on the Shanghai Stock Exchange (stock code: 601155).

The principal business activity of the Joint Venture is property development.

The Lender Banks

(4) CCB

CCB is a joint stock limited company incorporated in the PRC and the H shares and A shares of which are listed on the Stock Exchange (stock code: 939) and the Shanghai Stock Exchange (stock code: 601939), respectively.

The principal business activity of CCB is commercial banking.

(5) Industrial Bank

Industrial Bank is a company incorporated in the PRC with limited liability and the shares of which are listed on the Shanghai Stock Exchange (stock code: 601166).

The principal business activity of Industrial Bank is commercial banking.

(6) Bank of Nanjing

Bank of Nanjing is a company incorporated in the PRC with limited liability and the shares of which are listed on the Shanghai Stock Exchange (stock code: 601009).

The principal business activity of Bank of Nanjing is commercial banking.

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Lender Banks and their ultimate beneficial owners are all third parties independent of the Company and its connected persons.

LISTING RULES IMPLICATIONS

As one of the relevant Percentage Ratios for the provision of the Guarantee exceeds 5% but is less than 25%, the provision of the Guarantee 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

“Bank of Nanjing”	南京銀行股份有限公司(Bank of Nanjing Co., Ltd.*), a company incorporated in the PRC with limited liability and the shares of which are listed on the Shanghai Stock Exchange (stock code: 601009)
“Board”	the board of Directors
“CCB”	China Construction Bank Corporation, a joint stock limited company incorporated in the PRC and the H shares and A shares of which are listed on the Stock Exchange (stock code: 939) and the Shanghai Stock Exchange (stock code: 601939), respectively
“CIFI Group”	CIFI Holdings (Group) Co. Ltd., an exempted company incorporated in the Cayman Islands with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 884)
“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
“Facility”	a facility of up to RMB1,000,000,000 (equivalent to approximately HK\$1,204,819,000) made available by the Lender Banks to the Joint Venture for a term of three years at an interest rate of 0.9% plus the LPR, which shall be adjusted every 12 months with reference to the then LPR, under the Syndicated Loan Agreement
“Group”	the Company and its subsidiaries
“Guarantee”	the guarantee provided by TA Shanghai under the Letter in respect of the Facility
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“Industrial Bank”	興業銀行股份有限公司(Industrial Bank Co., Ltd.*), a company incorporated in the PRC with limited liability and the shares of which are listed on the Shanghai Stock Exchange (stock code: 601166)

“Joint Venture”	Nanjing Xuxintian Properties Company Limited*), a company established in the PRC with limited liability which is owned as to (i) 33% by Shanghai Jialing, being an indirect non wholly-owned subsidiary of the Company; (ii) 34% by Nanjing Zhuozheng, being an indirect non wholly-owned subsidiary of CIFI Group which in turn is a company listed on the Main Board of the Stock Exchange (stock code: 884); and (iii) 33% by Maonshan Yibai, being an indirect non wholly-owned subsidiary of Seazen which in turn is a company listed on the Shanghai Stock Exchange (stock code: 601155)
“Lender Banks”	南京城南支行(South of Nanjing City Sub-branch*) of CCB, 南京紅山路支行(Nanjing Hongshan Road Sub-branch*) of Industrial Bank and 南京興隆大街支行(Nanjing Xinglong Main Street Sub-branch*) of Bank of Nanjing
“Letter”	a liquidity support letter (流動性支持函) dated 31st August, 2021 issued by TA Shanghai in relation to the provision of the Guarantee
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“LPR”	the loan prime rate, the market rate for a loan with a term of one-year as published by the National Interbank Funding Centre in 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
“Maonshan Yibai”	馬鞍山億柏企業管理有限公司(Maonshan Yibai Enterprise Management Company Limited*), a company established in the PRC with limited liability and an indirect non wholly-owned subsidiary of Seazen, which owns 33% of the equity interest in the Joint Venture
“Nanjing Zhuozheng”	南京卓正企業管理有限公司(Nanjing Zhuozheng Enterprise Management Co., Ltd.*), a company established in the PRC with limited liability and an indirect non wholly-owned subsidiary of CIFI Group, which owns 34% of the equity interest in the Joint Venture
“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

“RMB”	Renminbi, the lawful currency of the PRC
“Seazen”	新城控股集團股份有限公司(Seazen Holdings Co., Ltd.*), a company incorporated in the PRC with limited liability and the shares of which are listed on the Shanghai Stock Exchange (stock code: 601155)
“Shanghai Jialing”	上海嘉令科技有限公司(Shanghai Jialing Science and Technology Company Limited*), a company established in the PRC with limited liability and an indirect non wholly-owned subsidiary of the Company, which owns 33% of the equity interest in the Joint Venture
“Shareholder(s)”	the shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Syndicated Loan Agreement”	the loan agreement entered into between the Joint Venture and the Lender Banks in respect of the Facility
“TA Shanghai”	天安(上海)投資有限公司(Tian An (Shanghai) Investments Co., Ltd.*), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company, being one of the guarantors of the Facility
“%”	per cent.

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

Hong Kong, 31st August, 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 RMB0.83. 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.*