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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

THE 2021 FRAMEWORK MEMORANDUM

On 26th March, 2021, Tian An Cyberpark (an indirect wholly-owned subsidiary of the Company) and Great Title (an indirect wholly-owned subsidiary of Xiangyu Real Estate) entered into the 2021 Framework Memorandum, pursuant to which (i) each of the Company and Xiangyu Real Estate agreed to provide a joint and several liability guarantee in respect of the repayment obligations of Tianjin Tianan (a joint venture whose entire equity interest is indirectly owned as to 50% by each of Tian An Cyberpark and Great Title) of up to RMB322,500,000 (equivalent to approximately HK\$386,228,000) under the Proposed Facility in the amount of up to RMB645,000,000 (equivalent to approximately HK\$772,455,000); (ii) each of Tian An Cyberpark and Great Title agreed to, by itself or its associate, make available to Tianjin Tianan a shareholder's loan in the amount of RMB155,000,000 (equivalent to approximately HK\$185,629,000); and (iii) the repayment date of the existing shareholders' loans provided by Shanghai Haiguang (an indirect wholly-owned subsidiary of the Company) and Xiangyu Real Estate, each in the amount of RMB35,000,000 (equivalent to approximately HK\$41,916,000), shall be extended for four months.

THE EXISTING SHAREHOLDER'S LOAN

As at the date of this announcement, pursuant to a framework memorandum entered into between Tian An Cyberpark and Great Title, among other things, (i) Shanghai Haiguang provided the Existing Shareholder's Loan in the amount of RMB35,000,000 (equivalent to approximately HK\$41,916,000) to Tianjin Tianan; and (ii) Xiangyu Real Estate provided a shareholder's loan in the amount of RMB35,000,000 (equivalent to approximately HK\$41,916,000) to Tianjin Tianan, both for general working capital purpose at the interest rate of 9% per annum. The repayment date of the Existing Shareholder's Loan as amended under the 2021 Framework Memorandum shall be 12th May, 2021.

THE EXISTING GUARANTEE

On 5th July, 2019, Tian An Cyberpark and Great Title entered into the 2019 Framework Memorandum, pursuant to which, among other things, (i) the Company agreed to provide a joint and several liability guarantee for the repayment obligations of Tianjin Tianan of up to RMB250,000,000 (equivalent to approximately HK\$299,401,000) under the Existing Facility in the amount of up to RMB500,000,000 (equivalent to approximately HK\$598,802,000); and (ii) Xiangyu Real Estate agreed to provide a joint and several liability guarantee for the repayment obligations of Tianjin Tianan of up to RMB250,000,000 (equivalent to approximately HK\$299,401,000) under the Existing Facility.

LISTING RULES IMPLICATIONS

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

THE 2021 FRAMEWORK MEMORANDUM

On 26th March, 2021, Tian An Cyberpark (an indirect wholly-owned subsidiary of the Company) and Great Title (an indirect wholly-owned subsidiary of Xiangyu Real Estate) entered into the 2021 Framework Memorandum, pursuant to which (i) each of the Company and Xiangyu Real Estate agreed to provide a joint and several liability guarantee in respect of the repayment obligations of Tianjin Tianan (a joint venture whose entire equity interest is indirectly owned as to 50% by each of Tian An Cyberpark and Great Title) of up to RMB322,500,000 (equivalent to approximately HK\$386,228,000) under the Proposed Facility in the amount of up to RMB645,000,000 (equivalent to approximately HK\$772,455,000); (ii) each of Tian An Cyberpark and Great Title agreed to, by itself or its associate, make available to Tianjin Tianan a shareholder's loan in the amount of RMB155,000,000 (equivalent to approximately HK\$185,629,000); and (iii) the repayment date of the existing shareholders' loans provided by Shanghai Haiguang (an indirect wholly-owned subsidiary of the Company) and Xiangyu Real Estate, each in the amount of RMB35,000,000 (equivalent to approximately HK\$41,916,000), shall be extended for four months. The details of the Shareholder's Loan are as follows:

The Shareholder's Loan

Parties	:	(1) Tian An Cyberpark or its associate, as lender; and (2) Tianjin Tianan, as borrower
Loan amount	:	RMB155,000,000 (equivalent to approximately HK\$185,629,000)
Purposes	:	(1) repayment of bank borrowings, including but not limited to the outstanding principal under the Existing Facility; and/or (2) general working capital
Term	:	six months
Interest rate	:	at the rate of 9% per annum

The terms of the Shareholder's Loan and the shareholder's loan to be provided by Great Title or its associate including the interest rate have been determined after arm's length negotiation among Tian An Cyberpark, Great Title and Tianjin Tianan having taken into account the prevailing market interest rates and the tenor of the Shareholder's Loan, and the respective effective interest of the Group and Great Title in Tianjin Tianan. The Shareholder's Loan will be funded by the internal resources of the Group.

The Guarantee

The terms of the Guarantee and the guarantee to be provided by Xiangyu Real Estate have been determined after arm's length negotiation among the Company, Xiangyu Real Estate and Tianjin Tianan having taken into account the prevailing loan facilities of similar terms with that of the Proposed Facility and the respective effective interest of the Group and Xiangyu Real Estate in Tianjin Tianan.

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

THE EXISTING SHAREHOLDER'S LOAN

As at the date of this announcement, pursuant to a framework memorandum entered into between Tian An Cyberpark and Great Title, among other things, (i) Shanghai Haiguang provided the Existing Shareholder's Loan in the amount of RMB35,000,000 (equivalent to approximately HK\$41,916,000) to Tianjin Tianan; and (ii) Xiangyu Real Estate provided a shareholder's loan in the amount of RMB35,000,000 (equivalent to approximately HK\$41,916,000) to Tianjin Tianan, both for general working capital purpose at the interest rate of 9% per annum. The repayment date of the Existing Shareholder's Loan as amended under the 2021 Framework Memorandum shall be 12th May, 2021.

The terms of the Existing Shareholder's Loan and the existing shareholder's loan provided by Xiangyu Real Estate including the interest rate have been determined after arm's length negotiation among Shanghai Haiguang, Xiangyu Real Estate and Tianjin Tianan having taken into account the then prevailing market interest rates and the tenor of the Existing Shareholder's Loan, and the respective effective interest of the Group and Xiangyu Real Estate in Tianjin Tianan. The Existing Shareholder's Loan has been funded by the internal resources of the Group.

THE EXISTING GUARANTEE

On 5th July, 2019, Tian An Cyberpark and Great Title entered into the 2019 Framework Memorandum, pursuant to which, among other things, (i) the Company agreed to provide a joint and several liability guarantee for the repayment obligations of Tianjin Tianan of up to RMB250,000,000 (equivalent to approximately HK\$299,401,000) under the Existing Facility in the amount of up to RMB500,000,000 (equivalent to approximately HK\$598,802,000); and (ii) Xiangyu Real Estate agreed to provide a joint and several liability guarantee for the repayment obligations of Tianjin Tianan of up to RMB250,000,000 (equivalent to approximately HK\$299,401,000) under the Existing Facility.

The terms of the Existing Guarantee and the guarantee provided by Xiangyu Real Estate have been determined after arm's length negotiation among the Company, Xiangyu Real Estate and Tianjin Tianan having taken into account the then prevailing loan facilities of similar terms with that of the Existing Facility and the respective effective interest of the Group and Xiangyu Real Estate in Tianjin Tianan.

REASONS FOR AND BENEFITS OF ENTERING INTO THE 2021 FRAMEWORK MEMORANDUM AND THE PROVISION OF THE EXISTING GUARANTEE

The Directors are of the view that the provision of the Guarantee, which is incidental to the provision of the Proposed Facility, will facilitate the business development of Tianjin Tianan in which the Company has a 50% equity interest, as a whole by meeting the financial needs relating to the Project. Furthermore, the Guarantee is in proportion to the Group's effective interest in Tianjin Tianan, and Xiangyu Real Estate, indirectly holding the other 50% effective interest in Tianjin Tianan, shall also provide a joint and several liability guarantee for the performance by Tianjin Tianan of its repayment obligations under the Proposed Facility.

Further, the Directors consider that the provision of the Shareholder's Loan and the extension of the repayment date of the Existing Shareholder's Loan allow Tianjin Tianan to make repayment of its bank borrowings including but not limited to the Existing Facility, as well as providing general working capital for the Project undertaken by Tianjin Tianan. The responsibility of meeting the financial needs of Tianjin Tianan has been shared equally by Great Title, who has also agreed to make available to Tianjin Tianan a shareholder's loan of RMB155,000,000 (equivalent to approximately HK\$185,629,000), and to extend the repayment date of the existing shareholder's loan of RMB35,000,000 (equivalent to approximately HK\$41,916,000) provided by Xiangyu Real Estate to Tianjin Tianan for four months. It is also the view of the Directors that the provision of the Shareholder's Loan and the extension of the repayment date of the Existing Shareholder's Loan will bring additional interest income to the Company.

Similarly, the Directors are of the view that the provision of the Existing Guarantee, which was incidental to the provision of the Existing Facility and in proportion to the Group's effective interest in Tianjin Tianan, facilitated Tianjin Tianan's business development by meeting the then financial needs relating to the Project. Xiangyu Real Estate also provided a joint and several liability guarantee for the performance by Tianjin Tianan of its repayment obligations under the Existing Facility.

In light of the aforesaid, the Directors are of the view that the terms of the 2021 Framework Memorandum and the provision of the Existing Shareholder's Loan and the Existing Guarantee 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 CYBERPARK, SHANGHAI HAIGUANG, XIANGYU REAL ESTATE, GREAT TITLE AND TIANJIN TIANAN

(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 Cyberpark

Tian An Cyberpark is a company incorporated in the BVI with limited liability and an indirect wholly-owned subsidiary of the Company. As at the date of this announcement, it indirectly owns 50% equity interest in Tianjin Tianan.

The principal business activity of Tian An Cyberpark is investment holding.

(3) Shanghai Haiguang

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

The principal business activity of Shanghai Haiguang is property investment.

(4) Xiangyu Real Estate

Xiangyu Real Estate is a company established in the PRC with limited liability and is a state-owned enterprise.

The principal business activity of Xiangyu Real Estate is property development and investment and investment holding.

(5) Great Title

Great Title is a company incorporated in the BVI with limited liability and an indirect wholly-owned subsidiary of Xiangyu Real Estate, which in turn is a state-owned enterprise. As at the date of this announcement, it indirectly owns 50% equity interest in Tianjin Tianan.

The principal business activity of Great Title is investment holding.

(6) Tianjin Tianan

Tianjin Tianan is a company established in the PRC with limited liability and is indirectly owned as to 50% by each of Tian An Cyberpark and Great Title.

The principal business activity of Tianjin Tianan is property development and investment.

LISTING RULES IMPLICATIONS

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

DEFINITIONS

“2019 Framework Memorandum”	the framework memorandum dated 5th July, 2019 entered into between Tian An Cyberpark and Great Title in relation to, among other things, the provision of the Existing Guarantee, details of which are disclosed in the announcement of the Company dated 5th July, 2019
“2021 Framework Memorandum”	the framework memorandum dated 26th March, 2021 entered into between Tian An Cyberpark and Great Title in relation to, among other things, the provision of the Guarantee and the Shareholder's Loan, and the extension of the repayment date of the Existing Shareholder's Loan for four months
“Bank A”	a licensed commercial bank in the PRC, being the lender under the Proposed Facility
“Bank B”	a licensed commercial bank in the PRC, being the lender under the Existing Facility
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“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
“Existing Facility”	the facility granted by Bank B to Tianjin Tianan pursuant to a facility agreement dated 26th July, 2019 entered into between Bank B and Tianjin Tianan, comprising a term loan in the amount of up to RMB500,000,000 (equivalent to approximately HK\$598,802,000) with an outstanding principal of RMB219,690,000 (equivalent to approximately HK\$263,102,000) and an undrawn amount of RMB13,400,000 (equivalent to approximately HK\$16,048,000) as at the date of this announcement

“Existing Guarantee”	the joint and several liability guarantee provided by the Company for the repayment obligations of Tianjin Tianan of up to RMB250,000,000 (equivalent to approximately HK\$299,401,000) under the Existing Facility
“Existing Shareholder’s Loan”	the existing shareholder’s loan provided by Shanghai Haiguang to Tianjin Tianan in the amount of RMB35,000,000 (equivalent to approximately HK\$41,916,000) pursuant to a framework memorandum dated 13th October, 2020 entered into between Tian An Cyberpark and Great Title
“Great Title”	Great Title Holdings Limited, a company incorporated in the BVI with limited liability and an indirect wholly-owned subsidiary of Xiangyu Real Estate, which indirectly owns 50% equity interest in Tianjin Tianan
“Group”	the Company and its subsidiaries
“Guarantee”	the joint and several liability guarantee to be provided by the Company for the repayment obligations of Tianjin Tianan of up to RMB322,500,000 (equivalent to approximately HK\$386,228,000) under the Proposed Facility
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	Hong Kong Special Administrative Region of the PRC
“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 the GEM of the Stock Exchange
“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”	Tianjin Tian An Xiangyu Smart City (formerly known as Tianjin Tian An Intelligent Port), a property development project undertaken by Tianjin Tianan and located in Dongli District, Tianjin, the PRC
“Proposed Facility”	the proposed facility to be granted by Bank A to Tianjin Tianan comprising a loan for an amount of up to RMB645,000,000 (equivalent to approximately HK\$772,455,000)
“RMB”	Renminbi, the lawful currency of the PRC

“Shanghai Haiguang”	上海海廣房地產經營有限公司 (Shanghai Haiguang Real Estate Holdings Limited*), a company established in the PRC with limited liability and an indirect wholly-owned subsidiary of the Company
“Shareholder(s)”	the shareholder(s) of the Company
“Shareholder’s Loan”	the shareholder’s loan in the amount of RMB155,000,000 (equivalent to approximately HK\$185,629,000) to be made available by Tian An Cyberpark or its associate to Tianjin Tianan
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Tian An Cyberpark”	Tian An Cyberpark (China) Company Limited, a company incorporated in the BVI with limited liability and an indirect wholly-owned subsidiary of the Company, which indirectly owns 50% equity interest in Tianjin Tianan
“Tianjin Tianan”	天津天安泛科技園開發有限公司 (Tianjin Tian An Science Parks Development Ltd.*), a company which is established in the PRC with limited liability and is indirectly owned as to 50% by each of Tian An Cyberpark and Great Title
“Transactions”	the provision of the Guarantee and the Shareholder’s Loan contemplated under the 2021 Framework Memorandum
“Xiangyu Real Estate”	象嶼地產集團有限公司 (Xiangyu Real Estate Group Co., Ltd.*), a company which is established in the PRC with limited liability and indirectly owns the entire equity interest in Great Title
“%”	per cent.

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

Hong Kong, 26th March, 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.*