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信銘生命科技集團有限公司

Aceso Life Science Group Limited

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00474)

**HAO TIAN INTERNATIONAL
CONSTRUCTION INVESTMENT GROUP LIMITED**

昊天國際建設投資集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1341)

JOINT ANNOUNCEMENT

**MAJOR TRANSACTION
IN RELATION TO
PURCHASE OF BONDS**

**DISCLOSEABLE TRANSACTION
IN RELATION TO
PURCHASE OF BONDS**

PURCHASE OF BONDS

On 22 June 2022, the Buyer (an indirect wholly-owned subsidiary of HTICI and an indirect non-wholly owned subsidiary of ALS) executed an order with SCB for the Bonds Purchase at the consideration of US\$45,225,000 (equivalent to approximately HK\$355,016,250).

IMPLICATIONS UNDER THE LISTING RULES

HTICI

As one or more of the percentage ratios (as defined in the Listing Rules) applicable to the Bonds Purchase is more than 5% but is less than 25% for HTICI, the Bonds Purchase constitutes a discloseable transaction of HTICI under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements.

ALS

As one or more of the percentage ratios (as defined in the Listing Rules) applicable to the Bonds Purchase is more than 25% but are all less than 100% for ALS, the Bonds Purchase constitutes a major transaction of ALS under Chapter 14 of the Listing Rules and is subject to the reporting, announcement and shareholders' approval requirements.

To the best of the knowledge, information and belief of the ALS Board, after having made all reasonable enquiries, no ALS Shareholders or any of their respective associates have any material interest in the Bonds Purchase. As such, no ALS Shareholders would be required to abstain from voting in favour of the resolution approving the Bonds Purchase. As at the date of this announcement, the Relevant ALS Shareholders, being a closely allied group of ALS Shareholders, control an aggregate of 4,246,101,115 ALS Shares, which represents approximately 57.48% of issued share capital of ALS and voting rights in the general meeting of ALS and written shareholders' approval for the Bonds Purchase has been obtained from the Relevant ALS Shareholders. Accordingly, pursuant to Rule 14.44 of the Listing Rules, such written shareholders' approval may be accepted in lieu of holding a general meeting of ALS to approve the Bonds Purchase upon satisfaction of the conditions set out under Rule 14.44 of the Listing Rules.

A circular containing, among other information, further details of the Bonds Purchase and other information as required under the Listing Rules will be despatched to the ALS Shareholders on or before 14 July 2022.

BONDS PURCHASE

On 22 June 2022, the Buyer (an indirect wholly-owned subsidiary of HTICI and an indirect non-wholly owned subsidiary of ALS) executed an order with SCB for the Bonds Purchase at the consideration of US\$45,225,000 (equivalent to approximately HK\$355,016,250).

The Bonds were offered by the Issuer to SCB in a private placement where Zhongtai International Securities Limited acted as the placing agent.

To the best of the knowledge, information and belief of the ALS Board and HTICI Board, and having made all reasonable enquiries, each of the Issuer, the Guarantor and SCB is an Independent Third Party of ALS, HTICI and their respective connected persons.

Principal terms of the Bonds

The principal terms and conditions of the Bonds are summarised as follows:

Issuer	: Nanshan Capital Holdings Limited (南山資本控股有限公司)
Guarantor	: Nanshan Group Co., Ltd (南山集團有限公司)
Principal amount	: US\$45,000,000 at the price of 100.5%
Form and Specified Denomination	: The Bonds will be issued in registered form in the denomination of US\$200,000 and integral multiples of US\$1,000 in excess thereof
Interest	: The Bonds bear interest on their outstanding principal amount from and including the Issue Date at the rate of 7% per annum, payable semi-annually.

Settlement Date	:	24 June 2022
Issue Date	:	24 June 2022
Maturity Date	:	23 June 2023
Status of the Bonds	:	The Bonds constitute direct, unsubordinated, unconditional and (subject to the Terms and Conditions) unsecured obligations of the Issuer and shall at all times rank <i>pari passu</i> and without any preference among themselves. The payment obligations of the Issuer under the Bonds shall, save for such exceptions as may be provided by applicable legislation (and subject to the Terms and Conditions), at all times rank at least equally with all the Issuer's other present and future unsecured and unsubordinated obligations.
Status of the Guarantee	:	The obligations of the Guarantor under the Guarantee shall, save for such exceptions as may be provided by applicable legislation (and subject to the Terms and Conditions), at all times rank at least equally with all its other present and future unsecured and unsubordinated obligations.
Redemption for Taxation Reasons	:	The Bonds may be redeemed at the option of the Issuer in whole, but not in part, at any time, on giving not less than 30 nor more than 60 days' notice in accordance with the Terms and Conditions to the Bondholders (which notice shall be irrevocable), and in writing to the Trustee and the Principal Paying Agent, at their principal amount together with any interest accrued to, but excluding the date fixed for redemption, in the event of certain changes affecting taxes of Hong Kong or the PRC (each term as defined in the Terms and Conditions).
Redemption for Relevant Events	:	At any time following the occurrence of a Change of Control or a No Registration Event (each a " Relevant Event "), any Bondholder will have the right, at such Bondholder's option, to require the Issuer to redeem all but not some only of that Bondholder's Bonds on the Put Settlement Date at 101% (in the case of a redemption for a Change of Control) or 100% (in the case of a redemption for a No Registration Event) of their principal amount, together with any interest accrued up to but excluding such Put Settlement Date (each term as defined in the Terms and Conditions).
ISIN	:	XS2491054818

Events of Default : Upon the occurrence of certain events as described in Terms and Conditions, the Trustee at its discretion may, and if so requested in writing by Bondholders of at least 25% in aggregate principal amount of the Bonds then outstanding or if so directed by an Extraordinary Resolution (as defined in the Trust Deed) shall (provided that in any such case the Trustee shall first have been indemnified and/or secured and/or prefunded to its satisfaction) give written notice to the Issuer and the Guarantor that the Bonds are, and they shall immediately become, due and payable. Upon any such notice being given to the Issuer, the Bonds shall immediately become, due and payable at their principal amount together (if applicable) with any accrued and unpaid interest.

INFORMATION ON THE ISSUER AND THE GUARANTOR

The Issuer was incorporated in Hong Kong as a company limited by shares on 14 May 2012 and was primarily engaged in trading business. The Issuer is a wholly-owned subsidiary of the Guarantor.

Based on the information memorandum issued by the Issuer, the predecessor of the Guarantor was established in July 1992. With the continuous development and restructuring, it was renamed as Nanshan Group Co., Ltd in April 1996 and its registered capital was increased to RMB135 million. The Guarantor focuses on the business of aluminum, textile and apparel, construction and real estate development, and logistics. The Issuer Group is also engaged in other business sectors such as tourism, education, financing, trading, electricity and aviation. As at 31 December 2021, the Guarantor had a paid-in capital of RMB1 billion and total assets of approximately RMB149.3 billion. For the years ended 31 December 2019, 2020 and 2021, the Issuer Group reported total operating income of approximately RMB43.5 billion, RMB48.9 billion, and RMB55.1 billion respectively, and net profit after tax of approximately RMB3.5 billion, RMB4.2 billion and RMB5.1 billion, respectively.

The Guarantor is owned by Mr. Song Jianbo (宋建波) and Longkou Dongjiang Nanshan Villagers Committee* (龍口市東江街道南山村村民委員會) as to 49% and 51%, respectively.

INFORMATION ON ALS GROUP AND HTICI GROUP

ALS is an exempted company incorporated in the Cayman Islands with limited liability. ALS is an investment holding company and the ALS Group is principally engaged in (i) money lending; (ii) securities investment; (iii) provision of commodities, futures, securities brokerage and other financial services; (iv) asset management; (v) rental and trading of construction machinery; (vi) provision of repair and maintenance and transportation service; (vii) property development; and (viii) property leasing.

HTICI is an exempted company incorporated in the Cayman Islands with limited liability. HTICI is an investment holding company and the HTICI Group is principally engaged in (a) provision of financial services and related financial advisory services through subsidiaries licensed to conduct (i) Type 1 (dealing in securities), Type 2 (dealing in futures contracts),

Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the Securities and Futures Ordinance; and (ii) money lending activities; (b) rental and trading of construction machinery; and (c) property development business.

The Buyer is a company incorporated in Hong Kong with limited liability. As at the date of this announcement, the Buyer is an indirect wholly-owned subsidiary of HTICI and an indirect non-wholly owned subsidiary of ALS. The Buyer is principally engaged in investment holding.

INFORMATION ON SCB

Incorporated in November 1950, SCB at present has branches across Hong Kong, mainland China and overseas, with a business network reaching the United Kingdom, the United States of America, Shanghai and Shenzhen, to offer comprehensive banking services. SCB has offered a bank facility to a subsidiary of the HTICI Group of the principal amount of US\$27,000,000 at the interest rate of 0.25% below USD prime rate per annum. To the best of the knowledge, information and belief of the ALS Board and HTICI Board, and having made all reasonable enquiries, Shanghai Commercial and Savings Bank Limited (上海商業儲蓄銀行股份有限公司) is the ultimate beneficial owner of SCB and there is no shareholder whose shares are more than 5% in Shanghai Commercial and Savings Bank Limited.

REASONS FOR AND BENEFITS OF THE BONDS PURCHASE

The HTICI Group purchased the Bonds for investment purpose. In view of the stable returns expected from the Bonds and having considered the background of the Guarantor and its financial performance, each of the ALS Board and HTICI Board considers that the Bonds Purchase is a good investment. Each of the ALS Board and HTICI Board considers the Terms and Conditions of the Bonds are on normal commercial terms which are fair and reasonable and the Bonds Purchase is in the interests of each of ALS and HTICI and their respective shareholders as a whole.

Reference is made to the joint announcement made by ALS and HTICI dated 25 June 2021 in relation to the purchase of bonds in the principal amount of US\$45,000,000 (the “**2021 Bonds**”) by the Buyer. On 22 June 2022, the 2021 Bonds were repurchased by the Issuer. The HTICI Group will fund the consideration for purchase of the Bonds partly from its internal resources, which are the proceeds from the repurchase of the 2021 Bonds, and partly from banking facilities made available by SCB to the Buyer. The Bonds will be accounted for as financial assets at amortised cost in the accounts of the HTICI Group and the ALS Group.

IMPLICATIONS UNDER THE LISTING RULES

HTICI

As one or more of the percentage ratios (as defined in the Listing Rules) applicable to the Bonds Purchase is more than 5% but is less than 25% for HTICI, the Bonds Purchase constitutes a discloseable transaction of HTICI under Chapter 14 of the Listing Rules and is subject to the reporting and announcement requirements.

ALS

As one or more of the percentage ratios (as defined in the Listing Rules) applicable to the Bonds Purchase is more than 25% but are all less than 100% for ALS, the Bonds Purchase constitutes a major transaction of ALS under Chapter 14 of the Listing Rules and is subject to the reporting, announcement and shareholders' approval requirements.

To the best of the knowledge, information and belief of the ALS Board, after having made all reasonable enquiries, no ALS Shareholders or any of their respective associates have any material interest in the Bonds Purchase. As such, no ALS Shareholders would be required to abstain from voting in favour of the resolution approving the Bonds Purchase. As at the date of this announcement, the Relevant ALS Shareholders, being a closely allied group of ALS Shareholders, control an aggregate of 4,246,101,115 ALS Shares, which represents approximately 57.48% of issued share capital of ALS and voting rights in the general meeting of ALS and written shareholders' approval for the Bonds Purchase has been obtained from the Relevant ALS Shareholders. Accordingly, pursuant to Rule 14.44 of the Listing Rules, such written shareholders' approval may be accepted in lieu of holding a general meeting of ALS to approve the Bonds Purchase upon satisfaction of the conditions set out under Rule 14.44 of the Listing Rules.

The Relevant ALS Shareholders are as follows:

Name	Number of ALS Shares held	Approximate percentage shareholding (Note 1)
Ms. Li Shao Yu	611,284,342	8.28%
Asia Link Capital Investment Holdings Limited (Note 2)	3,357,578,773	45.45%
Team Success Venture Holdings Limited (Note 2)	230,900,000	3.13%
TRXY Development (HK) Limited (Note 2)	<u>46,338,000</u>	<u>0.63%</u>
Total	<u><u>4,246,101,115</u></u>	<u><u>57.48%</u></u>

Notes:

1. The percentage was calculated based on 7,386,816,805 issued ALS Shares as at the date of this announcement.
2. Asia Link Capital Investment Holdings Limited, Team Success Venture Holdings Limited and TRXY Development (HK) Limited are beneficially owned by Ms. Li Shao Yu.

A circular containing, among other information, further details of the Bonds Purchase and other information as required under the Listing Rules will be despatched to the ALS Shareholders on or before 14 July 2022.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expressions shall have the following meanings when used herein:

“ALS”	Aceso Life Science Group Limited (信銘生命科技集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 474), which is an indirect controlling shareholder of HTICI
“ALS Board”	the board of directors of ALS
“ALS Group”	ALS and its subsidiaries, including without limitation the HTICI Group
“ALS Shareholders”	the shareholders of ALS
“ALS Share(s)”	ordinary shares in the share capital of ALS
“Bondholder(s)”	the person who is for the time being the holder of the Bonds
“Bonds”	7% guaranteed bonds due 2023 in the aggregate principal amount of US\$45,000,000
“Bonds Purchase”	the purchase of the Bonds in the aggregate principal amount of US\$45,000,000 by the Buyer
“Buyer”	True Well Limited (祥惠有限公司), a company incorporated in Hong Kong with limited liability, an indirect wholly-owned subsidiary of HTICI and an indirect non-wholly owned subsidiary of ALS
“connected person(s)”	has the meanings ascribed to it under the Listing Rules
“Guarantee”	the unconditional and irrevocable guarantee by the Guarantor of the due payment of all sums expressed to be payable by the Issuer under the Bonds and the trust deed constituting the Bonds (the “ Trust Deed ”)
“Guarantor”	Nanshan Group Co., Ltd (南山集團有限公司)
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

“HTICI”	Hao Tian International Construction Investment Group Limited (昊天國際建設投資集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1341)
“HTICI Board”	the board of directors of HTICI
“HTICI Group”	HTICI and its subsidiaries
“Independent Third Party(ies)”	third party(ies) independent of and not connected with the Company and its respective connected persons
“Issuer”	Nanshan Capital Holdings Limited (南山資本控股有限公司)
“Issuer Group”	the Issuer, the Guarantor and the subsidiaries of the Guarantor
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	People’s Republic of China
“Relevant ALS Shareholders”	Asia Link Capital Investment Holdings Limited, Team Success Venture Holdings Limited, TRXY Development (HK) Limited and Ms. Li Shao Yu
“RMB”	Renminbi, the lawful currency of the PRC
“SCB”	Shanghai Commercial Bank Limited
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Terms and Conditions”	the terms and conditions of the Bonds
“US\$”	United States dollars, the lawful currency of the United States of America
“%”	per cent

For the purpose of this announcement, conversion of US dollars into HK dollars is based on the approximate exchange rate of US\$1.0 to HK\$7.85. Such exchange rate is for the purpose of illustration only and does not constitute a representation that any amounts in HK dollars or US dollars have been, could have been or may be converted at such or any other rate or at all.

By order of the board of directors of
Aceso Life Science Group Limited
Fok Chi Tak
Executive Director

By order of the board of directors of
Hao Tian International Construction
Investment Group Limited
Fok Chi Tak
Executive Director

Hong Kong, 22 June 2022

* *For identification purposes only*

As at the date of this announcement, the ALS Board comprises three executive directors, namely Mr. Xu Haiying, Dr. Zhiliang Ou, J.P. (Australia) and Mr. Fok Chi Tak; and three independent non-executive directors, namely Mr. Chan Ming Sun Jonathan, Mr. Lam Kwan Sing and Mr. Mak Yiu Tong.

As at the date of this announcement, the HTICI Board comprises three executive directors, namely Mr. Fok Chi Tak, Mr. Tang Yiu Chi James and Dr. Zhiliang Ou, J.P. (Australia); two non-executive directors, namely Mr. Xu Lin and Mr. Wei Bin; and four independent non-executive directors, namely Mr. Mak Yiu Tong, Mr. Li Chi Keung Eliot, Mr. Shek Lai Him Abraham and Mr. Chan Ming Sun Jonathan.