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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)**

## **ANNOUNCEMENT PURSUANT TO RULE 14.36 OF THE LISTING RULES**

References are made to the 2020 Announcement in relation to the Join View Loan and the announcements of Tian An China Investments Company Limited (the “**Company**”) dated 23rd June, 2023, 5th July, 2023 and 14th August, 2023 (the “**2023 Announcements**”) in relation to, among others, the Letter of Agreements and the securities for the Join View Loan. Unless otherwise defined, capitalised terms used herein shall have the same meanings as those defined in the 2023 Announcements.

### **NEW SECURITIES FOR THE JOIN VIEW LOAN**

Pursuant to the Letter of Agreements, each Undertaking Party undertakes that upon the completion of the Restoration, he/she/it shall procure the relevant security providers to provide additional securities in favour of Join View. Following the restoration of Careful Concern and Accurate Level, being the remaining Struck-off Companies, to the BVI Register, on 14th May, 2024, the following new securities (collectively, the “**New Securities**”) are entered into by the relevant parties, namely:

- (i) a first priority share mortgage entered into between China View (as mortgagor) and Join View (as lender), whereby China View charges all the shares of Careful Concern held by it to Join View by way of first fixed mortgage;
- (ii) a first priority deed of assignment entered into among China View (as assignor), Join View (as lender) and Careful Concern, whereby China View assigns to Join View the loan owed by Careful Concern to China View;
- (iii) a first priority share mortgage entered into between China View (as mortgagor) and Join View (as lender), whereby China View charges all the shares of Accurate Level held by it to Join View by way of first fixed mortgage;
- (iv) a first priority deed of assignment entered into among China View (as assignor), Join View (as lender) and Accurate Level, whereby China View assigns to Join View the loan owed by Accurate Level to China View;
- (v) a first priority share mortgage entered into between Careful Concern (as mortgagor) and Join View (as lender), whereby Careful Concern charges 50% of the issued shares of Concord HK (being all such shares held by Careful Concern) to Join View by way of first fixed mortgage;

- (vi) a first priority deed of assignment entered into among Careful Concern (as assignor), Join View (as lender) and Concord HK, whereby Careful Concern assigns to Join View the loan owed by Concord HK to Careful Concern;
- (vii) a first priority share mortgage entered into between Accurate Level (as mortgagor) and Join View (as lender), whereby Accurate Level charges 50% of the issued shares of Concord HK (being all such shares held by Accurate Level) to Join View by way of first fixed mortgage; and
- (viii) a first priority deed of assignment entered into among Accurate Level (as assignor), Join View (as lender) and Concord HK, whereby Accurate Level assigns to Join View the loan owed by Concord HK to Accurate Level.

The New Securities are additional to the existing securities of the Join View Loan comprising (i) a personal guarantee by Mr. SC Wong; (ii) the Second Share Mortgage (Claude); (iii) the Debenture; (iv) the Guarantee; (v) the Second Share Mortgage (Virlicen); and (vi) the Second Deed of Assignment (Virlicen).

## **REASONS FOR AND BENEFITS OF THE NEW SECURITIES**

The Directors are of the view that the New Securities offer extra safeguards to the Group, and accordingly, consider the New Securities are fair and reasonable, and in the interests of the Company and its shareholders as a whole.

## **LISTING RULES IMPLICATIONS**

This announcement is made by the Company pursuant to Rule 14.36 of the Listing Rules, as the entering into of the New Securities constitutes a variation to the terms of the transaction previously announced under the 2020 Announcement and the 2023 Announcements.

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

Hong Kong, 14th May, 2024

*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. Jiang Guofang, Mr. Jin Hui Zhi, Mr. Ngai Wah Sang and Ms. Lisa Yang Lai Sum being the Independent Non-Executive Directors.*