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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Tian An China Investments Company Limited, you should at once hand this circular to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

MAJOR TRANSACTIONS
IN RELATION TO
(I) FORMATION OF A JOINT VENTURE; AND
(II) PROVISION OF SHAREHOLDER'S LOANS

Capitalised terms used on this cover page shall have the same meanings as those defined in the section headed "Definitions" in this circular, unless the context requires otherwise. A letter from the Board is set out on pages 7 to 18 of this circular.

This circular is despatched to the Shareholders for information purpose only, and written shareholders' approvals have been obtained from a closely allied group of Shareholders pursuant to Rule 14.44 of the Listing Rules in lieu of holding a general meeting of the Company.

23rd July, 2025

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In this circular, unless the context requires otherwise, the following expressions shall have the following meanings:

"2025 Shareholder's Loan"	the shareholder's loan provided by TAEC to Xianghe Min-Hoong in the amount of RMB50,000,000 (equivalent to approximately HK$54,945,000) upon the terms and conditions under the 2025 Shareholder's Loan Agreement
"2025 Shareholder's Loan Agreement"	the loan agreement dated 15th May, 2025 entered into between TAEC and Xianghe Min-Hoong, pursuant to which TAEC granted the 2025 Shareholder's Loan to Xianghe Min-Hoong upon the terms and conditions thereunder
"AGL"	Allied Group Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 373)
"AU$"	Australian dollars, the lawful currency of Australia
"Board"	the board of Directors
"China Elite"	China Elite Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, being the registered holder of 834,809,096 Shares as at the Latest Practicable Date and an indirect wholly-owned subsidiary of AGL
"Commitment"	the sum of (i) such portion of the Consideration to be borne by Shanghai Xinfuli; and (ii) any capital commitment(s) (whether by way of capital injection or shareholder's loan) to the JV Company by Shanghai Xinfuli, in the aggregate amount of not exceeding RMB2,441,784,000 (equivalent to approximately HK$2,654,113,000)
"Company"	Tian An China Investments Company Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the main board of the Stock Exchange (Stock Code: 28)
"Consideration"	the maximum tender sum for the JV Company to participate in the Tender
"Director(s)"	the director(s) of the Company

"Existing Banks"	a number of banking institutions that have been providing credit facilities to the Project Company for the purpose of the Project
"Fifth Supplemental Shareholder's Loan Agreement"	the fifth supplemental loan agreement dated 25th June, 2025 entered into among Greatway (Shenzhen), Xianghe Min-Hoong and Shenzhen Chenkang to amend certain terms in the Shareholder's Loan Agreement
"Formation of JV"	the transaction contemplated under the Shareholder's Agreement
"Greatway (Shenzhen)"	應威(深圳)投資諮詢有限公司 (Greatway (Shenzhen) Investment Consulting Co., Ltd.*), a company established in the PRC with limited liability, being an indirect wholly-owned subsidiary of the Company
"Group"	the Company and its subsidiaries
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong
"Hong Kong"	Hong Kong Special Administrative Region of the PRC
"Joint Announcements"	the announcements dated 19th June, 2025 and 25th June, 2025 jointly published by the Company and AGL on the Formation of JV and the Provision of Shareholder's Loans, respectively
"JV Company"	上海瑞天里企業管理有限公司 (Shanghai Ruitianli Corporate Management Co., Ltd.*), a company established in the PRC with limited liability, and owned as to 70% by Shanghai Xinfuli and 30% by the JV Partner
"JV Partner"	上海瑞新里企業管理有限公司 (Shanghai Ruixinli Corporate Management Co., Ltd.*), a company established in the PRC with limited liability, and an indirect wholly-owned subsidiary of Shui On
"JV Shareholders"	collectively, Shanghai Xinfuli and the JV Partner, and each, a "JV Shareholder"

"Land"	three parcels of land situated in Yuyuan Street, Huangpu District, Shanghai, the PRC with an aggregate site area of 49,175 m^2
"Latest Practicable Date"	17th July, 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
"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 five years as published by the National Interbank Funding Centre in the PRC
"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 circular only, excludes Taiwan, Hong Kong and the Macau Special Administrative Region of the People's Republic of China
"Project"	the development, construction, sales and operation of the property development project on the Land
"Project Company"	上海永業城市更新建設發展有限公司 (Shanghai Yongye Urban Renewal Construction Development Co., Ltd.*), a company established in the PRC with limited liability, and a direct wholly-owned subsidiary of Shanghai Yongye as at the Latest Practicable Date
"Provision of Shareholder's Loans"	collectively, the provision of the Shareholder's Loan pursuant to the Fifth Supplemental Shareholder's Loan Agreement and the provision of the 2025 Shareholder's Loan pursuant to the 2025 Shareholder's Loan Agreement
"RMB"	Renminbi, the lawful currency of the PRC
"Sale and Purchase Agreement"	the sale and purchase agreement relating to 50% of equity interest of the Project Company, which will be entered into between Shanghai Yongye as transferor and the JV Company as transferee

"SFO"	Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong)
"Shanghai Xinfuli"	上海莘賦里商業管理有限公司 (Shanghai Xinfuli Commercial Management Co., Ltd.*), a company established in the PRC with limited liability, and an indirect wholly-owned subsidiary of the Company
"Shanghai Yongye"	上海永業企業(集團)有限公司 (Shanghai Yongye Enterprise (Group) Co., Ltd.*), a company established in the PRC with limited liability, being a state-owned enterprise holding the entire equity interest of the Project Company as at the Latest Practicable Date
"Share Charge"	a supplemental deed of share charge dated 25th June, 2025 to the deed of share charge between Greatway (Shenzhen) (as chargee) and Shenzhen Chenkang (as chargor), pursuant to which Shenzhen Chenkang shall provide a share charge over the entire equity interest of Xianghe Chenkang in favour of Greatway (Shenzhen) as security for the Shareholder's Loan
"Share(s)"	the ordinary share(s) in the share capital of the Company
"Shareholder(s)"	the shareholder(s) of the Company
"Shareholder's Agreement"	the shareholder's agreement dated 19th June, 2025 entered into among Shanghai Xinfuli, the JV Partner and the JV Company
"Shareholder's Loan Agreement"	the loan agreement dated 21st September, 2017 (as amended by the Supplemental Loan Agreements) in respect of the Shareholder's Loan
"Shareholder's Loan(s)"	the shareholder's loan(s) in the amount up to RMB1,750,000,000 (equivalent to approximately HK$1,923,077,000) provided by Greatway (Shenzhen) to Xianghe Min-Hoong under the Shareholder's Loan Agreement as amended by the Fifth Supplemental Shareholder's Loan Agreement

"Shenzhen Chenkang"	深圳辰康科技有限公司 (Shenzhen Chenkang Technology Co., Ltd.*), a company established in the PRC with limited liability, being an indirect 50%-owned joint venture of the Company
"Shui On"	Shui On Land Limited, 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: 272)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"Supplemental Loan Agreements"	collectively, the first supplemental loan agreement dated 29th May, 2018, the second supplemental loan agreement dated 18th December, 2018 and the third supplemental loan agreement dated 2nd June, 2020 entered into between Greatway (Shenzhen) and Xianghe Min-Hoong, and the fourth supplemental loan agreement dated 4th April, 2022 entered into among Greatway (Shenzhen), Xianghe Min-Hoong and Shenzhen Chenkang
"TAEC"	天安經濟諮詢(深圳)有限公司 (Tian An Economic Consultancy (Shenzhen) Co., Ltd.*), a company established in the PRC with limited liability, being an indirect wholly-owned subsidiary of the Company
"Tender"	the tender for 50% of equity interest of the Project Company through a public auction in 上海聯合產權交易所 (Shanghai United Assets and Equity Exchange*), the base price of which is RMB2,893,650,000
"Transfer"	the transfer of 50% of equity interest of the Project Company from Shanghai Yongye to the JV Company should all the conditions precedent set out in the Sale and Purchase Agreement be satisfied
"Xianghe Chenkang"	香河辰康房地產開發有限公司 (Xianghe Chenkang Real Estate Development Co., Ltd.*), a company established in the PRC with limited liability, being a wholly-owned subsidiary of Shenzhen Chenkang

"Xianghe Min-Hoong"	香河明鴻房地產開發有限公司 (Xianghe Min-Hoong Real Estate Development Co., Ltd.*), a company established in the PRC with limited liability, being an indirect 50%-owned joint venture of the Company and an indirect wholly-owned subsidiary of Shenzhen Chenkang
"m^2"	square metres
"%"	per cent.

In this circular, (i) the terms "close associate(s)", "connected person(s)", "subsidiary(ies)" and "substantial shareholder(s)" have the meanings given to such terms in the Listing Rules, unless the context otherwise requires; and (ii) the English translation of the Chinese name of the relevant entity marked "" 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.*

For the purpose of this circular, translations of Renminbi into Hong Kong dollars or vice versa have been calculated by using an exchange rate of (i) HK$1.00 equal to RMB0.92 in respect of the Formation of JV; and (ii) HK$1.00 equal to RMB0.91 in respect of the Provision of Shareholder's Loans. 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.

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)

Executive Directors:
Song Zengbin *(Deputy Chairman)*
Patrick Lee Seng Wei *(Managing Director)*
Edwin Lo King Yau
Tao Tsan Sang

Non-Executive Directors:
Lee Seng Hui *(Chairman)*
Moses Cheng Mo Chi

Independent Non-Executive Directors:
Jiang Guofang
Ngai Wah Sang
Lisa Yang Lai Sum

Registered Office:
22nd Floor
Allied Kajima Building
138 Gloucester Road
Wanchai
Hong Kong

23rd July, 2025

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTIONS IN RELATION TO (I) FORMATION OF A JOINT VENTURE; AND (II) PROVISION OF SHAREHOLDER'S LOANS

INTRODUCTION

References are made to the Joint Announcements. The purpose of this circular is to provide you with, among other things, further information on the Formation of JV and the Provision of Shareholder's Loans.

FORMATION OF A JOINT VENTURE

On 19th June, 2025, Shanghai Xinfuli (an indirect wholly-owned subsidiary of the Company), the JV Partner and the JV Company entered into the Shareholder's Agreement in respect of the joint venture arrangement of the JV Company, which is owned as to 70% and 30% by Shanghai Xinfuli and the JV Partner respectively immediately before and after the entering into of the Shareholder's Agreement, for participation in the Tender for 50% of the equity interest of the Project Company, which is the sole owner of the land use rights of the Land.

The principal terms of the Shareholder's Agreement are as follows:

Date

19th June, 2025

Parties

(1) Shanghai Xinfuli;

(2) the JV Partner; and

(3) the JV Company.

Registered capital

The registered capital of the JV Company is RMB10,000,000 (equivalent to approximately HK$10,870,000), of which Shanghai Xinfuli shall contribute RMB7,000,000 (equivalent to approximately HK$7,609,000) and the JV Partner shall contribute RMB3,000,000 (equivalent to approximately HK$3,261,000) respectively on or before 30th April, 2030.

The respective contribution to the registered capital of the JV Company by the JV Shareholders is determined after arm's length negotiation between the JV Shareholders with reference to the funding needs of the JV Company required for the development and operation of the JV Company, details of which are elaborated in the paragraph headed "Funding" below.

Purpose and principal business of the JV Company

The formation of the JV Company is for the purpose of participating in the Tender and, if successful, carrying out the Project. On 23rd June, 2025, the JV Company received the notification of the results of the Tender, whereby it won the Tender at the base price of RMB2,893,650,000.

The principal business of the JV Company covers, among other things, business and construction consultancy services.

Funding

The capital commitments of Shanghai Xinfuli and the JV Company shall include the following: (i) the consideration for the Tender; (ii) 50% of the then outstanding shareholders' loans (including the principals and interests) owed by the Project Company; (iii) the property transaction fees, transaction brokerage company service fees, etc. to be incurred by the Project Company; and (iv) the payment obligation of the Project Company under the relevant laws and regulations, government orders and executed agreements relevant to the construction, development and operation of the Project.

Shanghai Xinfuli is expected to contribute the Commitment (inclusive of, among other things, such portion of the Consideration to be borne by Shanghai Xinfuli) in the amount not exceeding RMB2,441,784,000 (equivalent to approximately HK$2,654,113,000), being 70% of the total commitment of RMB3,488,263,000 (equivalent to approximately HK$3,791,590,000) contributable by the JV Shareholders, which is in proportion to its equity interest in the JV Company. The total commitment comprised the base price of the Tender of RMB2,893,650,000 and other commitment of RMB594,613,000, which was determined after arm's length negotiation between the JV Shareholders with reference to (i) the valuation of the Land of RMB20,572,000,000 (equivalent to approximately HK$22,360,870,000) as at 6th May, 2025 conducted by an independent property valuer; (ii) the net assets value of the Project Company measured at fair value of RMB5,809,954,000 (equivalent to approximately HK$6,315,167,000) as at 31st December, 2024 and as adjusted by the valuation of the Land; (iii) the base price of the Tender of RMB2,893,650,000 (equivalent to approximately HK$3,145,272,000); and (iv) expected working capital needs for the development of the Land.

The participation in the Project by the JV Company is subject to, among other things, the following conditions, which are included in the Shareholder's Agreement to mirror the Tender requirements:

(a) in the event that the Existing Banks do not provide their unanimous consent to the Transfer within 40 working days after the notification of Tender results, any part of the Consideration which has been paid by the JV Company shall be refunded and the acquisition as contemplated under the Tender shall be terminated; and

(b) should the Tender be successful, the JV Shareholders shall jointly procure the Project Company to obtain the land use rights certificate of the Land on or before 31st March, 2026.

The notification of Tender results was issued on 23rd June, 2025, whereby the JV Company won the Tender. As at the Latest Practicable Date, (i) in respect of condition (a), the Existing Banks provided their unanimous consent to the Transfer; and (ii) condition (b) has not been satisfied.

All financing needs of the JV Company will be funded by the JV Shareholders separately in proportion to the respective equity interest of the JV Shareholders in the JV Company by way of capital injection or shareholder's loan. As provided under the Shareholder's Agreement, contribution of any capital commitments to the JV Company shall be settled within 2 days before the deadline as stipulated in the property exchange documents in respect of the Transfer and the shareholder's agreement of the Project Company. As at the Latest Practicable Date, the Group has contributed the portion of the Consideration to be borne by Shanghai Xinfuli of RMB2,025,555,000, and the remaining commitment of RMB416,229,000 will be contributed by the Group from time to time as requested by the Project Company to settle various payment obligations. Based on the shareholder's agreement of the Project Company, the JV Company shall provide funding to the Project Company from time to time based on (i) the timeline to be set out in the annual planning and budget of the Project Company; (ii) the deadline for the Project Company to settle various payment obligations; and/or (iii) any other time as approved at the shareholder's meeting of the Project Company.

The Commitment shall be financed by the internal resources of the Group.

Management

The board of directors of the JV Company shall comprise three directors, two of whom shall be nominated by Shanghai Xinfuli and one of whom shall be nominated by the JV Partner. The chairman of the JV Company's board of directors shall be nominated by the JV Partner. The quorum for the meeting of the JV Company's board of directors shall be two directors, comprising one director nominated by Shanghai Xinfuli and one director nominated by the JV Partner.

The JV Company may not, without unanimous consent of all directors of the JV Company, decide and conduct various major decisions and actions typical of its kind, which shall include: (a) decisions as to profit and loss sharing arrangements; (b) decisions as to the provision and/or amendment of the bank signatories; (c) changing the registered capital of the JV Company and issuance of JV Company's bonds; (d) merger, division, dissolution or change of its legal form; (e) decisions as to employment or dismissal of its senior officers and their remuneration; (f) entering into any agreement or arrangement with its shareholder(s) and/or their connected party(ies) for a consideration exceeding RMB10,000,000; (g) entering into any transactions which are not in its ordinary course of business or on an arm's length basis; (h) application of the JV Company's fund on any matters other than for the development and operation of the Project; and (i) approving the general management and operation policies of the JV Company.

As Shanghai Xinfuli will not have control over the JV Company and all decisions of the JV Company's board of directors, including the financial and operating policies of the JV Company, will be made collectively, the JV Company will be treated as a joint venture of the Company and will be equity accounted for in the financial statements of the Group and its financial results will not be consolidated into the financial statements of the Group.

Restriction on transfer of equity interests

Each JV Shareholder may not sell or transfer or dispose of all or part of its equity interests in the JV Company without the consent of the other JV Shareholder. Any proposed transfer of equity interests in the JV Company by each JV Shareholder shall be subject to the following customary transfer restrictions:

(a) right of first refusal: each JV Shareholder shall have a right of first refusal to acquire the equity interests in the JV Company proposed to be sold by the other JV Shareholder under such terms as agreed between such other JV Shareholder and the proposed new purchaser; and

(b) tag-along right: each JV Shareholder shall have a tag-along right to participate in the proposed sale of equity interests in the JV Company by the other JV Shareholder under such terms as agreed between such other JV Shareholder and the proposed new purchaser.

Profit sharing

The JV Company shall not make a distribution to the JV Shareholders until the JV Company has made up for the losses incurred during the previous financial years and provided for the statutory surplus reserve. The distributable profits of the JV Company shall be distributed to the JV Shareholders in proportion to their respective equity interests in the JV Company.

Termination

The Shareholder's Agreement shall be terminated, among other circumstances provided thereunder, in the event that (a) the JV Shareholders agree to terminate the same; (b) the JV Company becomes wholly-owned by a JV Shareholder; (c) the JV Company dissolves, ceases to operate or is unable to continue as a separate legal entity; (d) the Tender is not successful; (e) a JV Shareholder delivers a written termination notice to the other JV Shareholder if the JV Shareholders fail to effectuate necessary adjustment to the Shareholder's Agreement in response to the promulgation of new applicable laws and the failure of which would have a material adverse impact on the expected return of such JV Shareholder; or (f) the JV Company does not participate in the Tender due to its failure to satisfy the relevant conditions precedent.

Upon termination of the Shareholder's Agreement, the JV Company shall be wound up and its assets shall be realised and distributed to the JV Shareholders in accordance with the applicable laws.

Information on the Project Company and the Land

The Project Company is a company established in the PRC with limited liability, and a direct wholly-owned subsidiary of Shanghai Yongye. Upon completion of the Transfer, the JV Company will hold 50% equity interest in the Project Company, being the sole owner of the land use rights of the Land.

The Land consists of land parcels located at Yuyuan Street, Huangpu District, Shanghai, the PRC, which reaches 西藏南路 (Xizang South Road*) to the West, 方浜中路 (Fangbin Middle Road*) to the South, 人民路 (Renmin Road*) to the East and 桃源路 (Taoyuan Road*) to the North. It is expected that the Land will be mainly for a mixed-use development comprising residential, commercial, and ancillary facilities.

PROVISION OF SHAREHOLDER'S LOANS

On 21st September, 2017, Greatway (Shenzhen) (an indirect wholly-owned subsidiary of the Company as at the Latest Practicable Date) entered into a shareholder's loan agreement with Xianghe Min-Hoong (an indirect 50%-owned joint venture of the Company), which was amended and supplemented by the Supplemental Loan Agreements.

On 25th June, 2025, Greatway (Shenzhen), Xianghe Min-Hoong and Shenzhen Chenkang (an indirect 50%-owned joint venture of the Company) entered into the Fifth Supplemental Shareholder's Loan Agreement, pursuant to which (i) the principal amount of the Shareholder's Loan granted by Greatway (Shenzhen) to Xianghe Min-Hoong will be increased from the amount of not exceeding RMB960,000,000 (equivalent to approximately HK$1,054,945,000) to the amount of not exceeding RMB1,750,000,000 (equivalent to approximately HK$1,923,077,000); and (ii) the term of the Shareholder's Loan will be extended such that the repayment date shall be extended to 31st May, 2028. Furthermore, on 25th June, 2025, Greatway (Shenzhen) and Shenzhen Chenkang entered into the Share Charge, whereby a share charge shall be provided by Shenzhen Chenkang in favour of Greatway (Shenzhen) over the entire equity interest of Xianghe Chenkang as security for the Shareholder's Loan.

The principal terms of the Shareholder's Loan Agreement (as amended by the Fifth Supplemental Shareholder's Loan Agreement) are as follows:

Date	:	21st September, 2017 (as amended on 29th May, 2018, 18th December, 2018, 2nd June, 2020, 4th April, 2022 and 25th June, 2025)
Parties	:	(1) Greatway (Shenzhen) (as lender) (2) Xianghe Min-Hoong (as borrower) (3) Shenzhen Chenkang (as chargor) (a party to the fourth supplemental shareholder's loan agreement dated 4th April, 2022 and the Fifth Supplemental Shareholder's Loan Agreement only)
Principal Amount	:	a revolving loan in the amount of not exceeding RMB1,750,000,000 (equivalent to approximately HK$1,923,077,000)
Purpose	:	general working capital for Xianghe Min-Hoong
Term	:	commencing from the date on which the Shareholder's Loan was first drawn down and ending on 31st May, 2028
Security	:	the Share Charge
Interest	:	at the rate of 12% per annum, calculated on a daily basis and payable at the end of the term of the Shareholder's Loan
Repayment	:	(1) early repayment of the outstanding principal amount of the Shareholder's Loan, or any part thereof (if in part, in the integral multiple of RMB10,000,000; and, if in full, together with the accrued interest), at the option of Xianghe Min-Hoong at any time during the term of the Shareholder's Loan by giving Greatway (Shenzhen) not less than five business days' prior written notice; and (2) subject to paragraph (1) above, one-off repayment of the outstanding principal amount of the Shareholder's Loan, together with the accrued interest, at the end of the term of the Shareholder's Loan

The interest accrued on the original principal amount under the Shareholder's Loan prior to the execution of the Fifth Supplemental Shareholder's Loan Agreement was carried forward and shall be payable at the end of the term of the Shareholder's Loan.

The interest rate of the Shareholder's Loan was determined after arm's length negotiation among Xianghe Min-Hoong, Greatway (Shenzhen) and Shenzhen Chenkang, having taken into account the prevailing market interest rates (being the LPR of 3.5% per annum) and the principal tenor of the Shareholder's Loan of RMB1,750,000,000.

The Directors are of the view that the repayment terms of the Shareholder's Loan, including the payment of accrued interest at maturity, are on normal commercial terms.

Xianghe Min-Hoong is principally engaged in property development, currently consisting an urban renewal project in the PRC, and is responsible for the compensation to, and relocation of, residents, and demolition of properties during the resumption of land of such project. On the other hand, Xianghe Chenkang is principally engaged in property holding and development, and will hold the land use rights of the subject land involved as the urban renewal project progresses. Thereafter, Xianghe Chenkang will be responsible for the re-development of the subject land and the sales of the properties erected thereon. Having considered the above, the Share Charge over the entire equity interest of Xianghe Chenkang in favour of Greatway (Shenzhen), as security for the Shareholder's Loan, offers a reasonable and sufficient protection to the Group.

The Shareholder's Loan will be funded by internal resources of Greatway (Shenzhen).

Prior to the entering into of the Fifth Supplemental Shareholder's Loan Agreement, on 15th May, 2025, TAEC (an indirect wholly-owned subsidiary of the Company) entered into the 2025 Shareholder's Loan Agreement with Xianghe Min-Hoong, pursuant to which TAEC granted the 2025 Shareholder's Loan in the amount of RMB50,000,000 (equivalent to approximately HK$54,945,000).

The principal terms of the 2025 Shareholder's Loan Agreement are as follows:

Date	:	15th May, 2025
Parties	:	(1) TAEC (as lender) (2) Xianghe Min-Hoong (as borrower)
Principal Amount	:	a term loan in the amount of RMB50,000,000 (equivalent to approximately HK$54,945,000)
Purpose	:	general working capital for Xianghe Min-Hoong
Term	:	commencing from the date on which the 2025 Shareholder's Loan was drawn down and ending on 31st May, 2028
Interest	:	at the rate of 12% per annum, calculated on a daily basis and payable at the end of the term of the 2025 Shareholder's Loan
Repayment	:	one-off repayment of the principal amount of the 2025 Shareholder's Loan, together with the accrued interest, at the end of the term of the 2025 Shareholder's Loan

The interest rate of the 2025 Shareholder's Loan was determined after arm's length negotiation between Xianghe Min-Hoong and TAEC, having taken into account the prevailing market interest rates (being the LPR of 3.6% per annum) and the principal tenor of the 2025 Shareholder's Loan of RMB50,000,000. The Directors are of the view that the repayment terms of the 2025 Shareholder's Loan, including the payment of accrued interest at maturity, are on normal commercial terms. The 2025 Shareholder's Loan has been funded by the internal resources of TAEC.

FINANCIAL IMPACT OF THE FORMATION OF JV AND THE PROVISION OF SHAREHOLDER'S LOANS ON THE COMPANY

Formation of JV

Upon completion of the Formation of JV, the JV Company will become a joint venture of the Company and its financial results will be incorporated into the Group's consolidated financial statements using the equity method of accounting.

Commitment will also be recognised and disclosed as amounts due from joint ventures in the Group's consolidated statement of financial position. At the time when the Commitment is provided by the Group, it will increase the amounts due from joint ventures and will decrease the cash and cash equivalents of the Group by the same amount.

Given that the Commitment will be funded by the internal resources of the Group, the Board considers that the Formation of JV will not have any material impact on the earnings and total assets and liabilities of the Group.

Provision of Shareholder's Loans

Assets and liabilities

The Shareholder's Loan granted is increased from the amount of not exceeding RMB960,000,000 (equivalent to approximately HK$1,054,945,000) to the amount of not exceeding RMB1,750,000,000 (equivalent to approximately HK$1,923,077,000). The Shareholder's Loan will be recognised and disclosed as amounts due from joint ventures in the Group's consolidated statement of financial position. If the increment of the Shareholder's Loan was drawn down, it will increase the amounts due from joint ventures and will decrease the cash and cash equivalents of the Group by the same amount.

The 2025 Shareholder's loan had been drawn down as at the Latest Practicable Date and no additional impact on the assets and liabilities of the Group.

As such, the Provision of Shareholder's Loans will not have material financial effect to the total assets and liabilities of the Group.

Earnings

If the increment of the Shareholder's Loan of RMB790,000,000 was drawn down, the interest income per annum to be received by the Group will increase by RMB94,800,000 (equivalent to approximately HK$104,176,000).

The maximum interest income per annum to be generated by the Provision of Shareholder's Loans in the aggregate principal of RMB1,800,000,000 assuming full drawn down is RMB216,000,000 (equivalent to approximately HK$237,363,000).

Except for the interest income from the Provision of Shareholder's Loans, there will be no material effect on earnings of the Group associated with the Provision of Shareholder's Loans.

INFORMATION ON THE COMPANY, SHANGHAI XINFULI, JV PARTNER, JV COMPANY, GREATWAY (SHENZHEN), TAEC, XIANGHE MIN-HOONG AND SHENZHEN CHENKANG

1. The Company

The Company is a company 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 (i) the development and investment of residential, office and commercial properties; (ii) property management; (iii) investment and operation of hospital, eldercare and health related businesses on the mainland in the PRC, as well as property investment and property management in Hong Kong.

2. Shanghai Xinfuli

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

The principal business activity of Shanghai Xinfuli is investment holding.

3. JV Partner

The JV Partner is a company established in the PRC with limited liability and is an indirect wholly-owned subsidiary of Shui On.

The principal business activities of the JV Partner are business management, management consulting and investment holding.

Based on the confirmation of the JV Partner and Shui On, and to the best knowledge, information and belief of the Directors having made all reasonable enquiries, the JV Partner and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons.

4. JV Company

The JV Company is a company established in the PRC with limited liability and is owned as to 70% by Shanghai Xinfuli and 30% by the JV Partner.

The principal business activity of the JV Company is investment holding.

5. Greatway (Shenzhen)

Greatway (Shenzhen) is a company established in the PRC with limited liability and is an indirect wholly-owned subsidiary of the Company.

The principal business activity of Greatway (Shenzhen) is property investment.

6. TAEC

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

The principal business activity of TAEC is property investment.

7. Xianghe Min-Hoong

Xianghe Min-Hoong is a company established in the PRC with limited liability and is an indirect 50%-owned joint venture of the Company and an indirect wholly-owned subsidiary of Shenzhen Chenkang, which is also an indirect 50%-owned joint venture of the Company. The remaining 50% equity interest of Xianghe Min-Hoong is beneficially owned by Mr. Cai Yong.

The principal business activity of Xianghe Min-Hoong is property development.

8. Shenzhen Chenkang

Shenzhen Chenkang is a company established in the PRC with limited liability and is an indirect 50%-owned joint venture of the Company. The remaining 50% equity interest of Shenzhen Chenkang is beneficially owned by Mr. Cai Yong.

The principal business activity of Shenzhen Chenkang is investment holding.

Based on the confirmation of Mr. Cai Yong, and to the best knowledge, information and belief of the Directors having made all reasonable enquiries, save for the beneficial 50% equity interests in each of Xianghe Min-Hoong and Shenzhen Chenkang, Mr. Cai Yong is a third party independent of the Company and its connected persons.

REASONS FOR AND BENEFITS OF THE FORMATION OF JV AND THE PROVISION OF SHAREHOLDER'S LOANS

Formation of JV

The Shanghai Municipal People's Government has been vigorously promoting urban renewal and old city transformation, which has fully driven the urbanisation and economic development of Shanghai. It is the common intention of Shanghai Xinfuli and the JV Partner to participate in the business opportunities brought about by the urbanisation of Shanghai. The Project, being a property redevelopment project, will be carried out in Yuyuan Street, Huangpu District, Shanghai.

The Group is engaged principally in, among other things, property development and investment on the mainland in the PRC. Having considered the location of the Land, the Directors considered that the Formation of JV is a good opportunity for the Group to further strengthen its property development business in the PRC via its equity interest in the JV Company, and contributes to the long-term business growth of the Group.

The terms of the Shareholder's Agreement were negotiated on an arm's length basis between Shanghai Xinfuli and the JV Partner. Having considered the above, the Directors are of the view that the Shareholder's Agreement and the Formation of JV are entered into on normal commercial terms, and are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Provision of Shareholder's Loans

Prior to the entering into of the Fifth Supplemental Shareholder's Loan Agreement, Xianghe Min-Hoong has drawn down RMB945,000,000 (equivalent to approximately HK$1,038,462,000) under the Shareholder's Loan Agreement. The Directors consider that (i) the increase of the principal amount and the extension of the term of the Shareholder's Loan; and (ii) the grant of the 2025 Shareholder's Loan provide Xianghe Min-Hoong with cashflow liquidity and will facilitate Xianghe Min-Hoong in meeting its working capital needs and further business development, in which the Company has a 50% shareholding interest.

The terms of the Fifth Supplemental Shareholder's Loan Agreement were negotiated on an arm's length basis among Xianghe Min-Hoong, Greatway (Shenzhen) and Shenzhen Chenkang, and the terms of the 2025 Shareholder's Loan Agreement were negotiated on an arm's length basis between Xianghe Min-Hoong and TAEC. In addition, given that interest income would be generated from the Shareholder's Loan and the 2025 Shareholder's Loan and a share charge was provided by Shenzhen Chenkang as the security for the Shareholder's Loan, the Directors consider that the Fifth Supplemental Shareholder's Loan Agreement and the 2025 Shareholder's Loan Agreement are entered into on normal commercial terms, and the terms of the Fifth Supplemental Shareholder's Loan Agreement and the 2025 Shareholder's Loan Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

Formation of JV

As one of the Percentage Ratios in respect of the Formation of JV exceeds 25% but is less than 100%, the Formation of JV constitutes a major transaction for the Company and is subject to reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

Provision of Shareholder's Loans

As one of the relevant Percentage Ratios in respect of the provision of the Shareholder's Loan, when aggregated with the provision of the 2025 Shareholder's Loan in accordance with Rule 14.22 of the Listing Rules, exceeds 25% but is less than 100%, the Provision of Shareholder's Loans constitute a major transaction for the Company and the provision of the Shareholder's Loan is subject to reporting, announcement, circular and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

WRITTEN SHAREHOLDERS' APPROVAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting if the Company were to convene a general meeting for the approval of each of the Formation of JV and the provision of the Shareholder's Loan. The Company has received irrevocable and unconditional approvals in writing for both the Formation of JV and the provision of the Shareholder's Loan from each of China Elite and AGL, holding an aggregate of 834,809,096 Shares (representing approximately 56.94% of the total number of issued shares in the Company as at the Latest Practicable Date). Accordingly, in accordance with Rule 14.44 of the Listing Rules, the Shareholders' approval requirement in respect of each of the Formation of JV and the provision of the Shareholder's Loan under Chapter 14 of the Listing Rules has been satisfied in lieu of a general meeting of the Company.

The Directors consider that the terms of the Formation of JV and the provision of the Shareholder's Loan are fair and reasonable and are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors would recommend to vote in favour of the resolution(s) if the Company was to convene a general meeting for the approval of the Formation of JV and the provision of the Shareholder's Loan.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

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

1. FINANCIAL INFORMATION OF THE GROUP

The Company is required to set out or refer to in this circular the information for the last three financial years ended 31st December, 2024 with respect to the profits and losses, financial record and position, set out as a comparative table and the latest published audited balance sheet together with the notes on the annual accounts for the last financial year or period for the Group. The financial information of the Group is disclosed in the following documents which have been published on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.tiananchina.com):

- Annual report of the Company for the year ended 31st December, 2024 published on 22nd April, 2025 (pages 91 to 287):

  https://www1.hkexnews.hk/listedco/listconews/sehk/2025/0422/2025042200863.pdf

- Annual report of the Company for the year ended 31st December, 2023 published on 25th April, 2024 (pages 97 to 287):

  https://www1.hkexnews.hk/listedco/listconews/sehk/2024/0425/2024042501374.pdf

- Annual report of the Company for the year ended 31st December, 2022 published on 21st April, 2023 (pages 101 to 283):

  https://www1.hkexnews.hk/listedco/listconews/sehk/2023/0421/2023042101002.pdf

2. INDEBTEDNESS

As at the close of business on 31st May, 2025, being the latest practicable date for the purpose of ascertaining the indebtedness of the Group prior to the printing of this circular, the Group had total outstanding borrowings of approximately HK$7,724 million comprising:

Secured bank loans of approximately HK$3,682 million; unsecured bank loans of approximately HK$1,049 million; other unsecured loans of approximately HK$1,164 million; unsecured loans from joint ventures of approximately HK$1,828 million; and an unsecured loan from an associate of approximately HK$1 million. Approximately HK$3,467 million of bank and other borrowings of the Group are guaranteed by the Company and/or subsidiaries of the Company, while remaining of approximately HK$4,257 million are unguaranteed.

The Group's banking facilities and other loans were secured by charges over its assets, including property, plant and equipment, properties under development and investment properties.

The Group recognised right-of-use assets and corresponding lease liabilities in respect of all leases unless they qualify for low value or short-term lease. The lease liabilities represent obligation to make lease payment for right of using underlying assets. As at 31st May, 2025, the Group had a lease liability of approximately HK$1 million which was secured by rental deposits and unguaranteed.

There were contingent liabilities arising from the properties for development of joint ventures of the Group. Properties for development that is held by a 50%-owned joint venture with total carrying value of approximately HK$788 million is under idle land investigation by the local authority. The development progress cannot fully fulfill building covenants under the land grant contracts. The whole pieces of land of the joint venture were held under several land use right certificates. They are under phased construction stage and certain portions of them are under development, except for the portions which are retained for the remaining development of the whole project. Property for development that is held by another 50%-owned joint venture of the Group with carrying value of approximately HK$176 million had been identified as idle land by the local authority. The development of more than half of the piece of land was completed, except for the portions which are retained for the remaining development of the whole project. In particular, the construction work for Phase 3 Part 2 has started. The Group is currently working diligently with joint venture partners to prevent the possible classification as idle land for those under idle land investigation and taking remedy action to prevent from prosecution for those had been identified as idle land, including negotiating the feasibility of development plans with local authorities. Based on legal advices, the Group has assessed the issue and in the opinion of the Directors, the economic outflows caused by the above cases are not probable.

In addition, the Group had contingent liabilities in the sum of approximately HK$4,093 million in respect of guarantees for mortgage loans granted to property purchasers, loan facilities granted to or utilised by the joint ventures, an investee company classified as a financial asset at fair value through profit or loss and guarantees granted in respect of a government authority for the property development works. There were also claims of approximately HK$190 million arising from litigation with companies in the PRC. Further particulars of these litigation are set out in the section headed "Litigation" in Appendix II to this circular.

Save as aforesaid or as otherwise disclosed herein, and apart from intra-group liabilities and normal trade payables, as at the close of business on 31st May, 2025, the Group did not have any (i) debt securities issued and outstanding, and authorised or otherwise created but unissued, and (ii) term loans, other borrowings or indebtedness in the nature of borrowing including bank overdrafts and liabilities under acceptances (other than normal trade bills) or acceptance credits or hire purchase commitments; (iii) mortgages and charges; and (iv) other contingent liabilities or guarantees.

3. WORKING CAPITAL

Taking into account presently available financial resources including internally generated cash flows, bank balances and cash and the cash flow impact of the Formation of JV and the Provision of Shareholder's Loans, the Directors, after due and careful enquiry, are of the opinion that the working capital of the Group is sufficient for its present requirements for at least the next 12 months from the date of this circular.

The Company has obtained the relevant confirmation from its auditor as required under Rule 14.66(12) of the Listing Rules.

4. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Group is engaged principally in (i) the development and investment of residential, office and commercial properties; (ii) property management; (iii) investment and operation of hospital, eldercare and health related businesses on the mainland in the PRC, as well as property investment and property management in Hong Kong.

The financial problems of many sizeable China property developers, high dollar interest rates, geopolitical tensions, the war in Ukraine and the conflict in the Middle East have led to uncertainty and poor market sentiment. In early 2025, the trade war between China and the United States escalated due to increased tariffs. After renewed talks and negotiations, both countries agreed to significantly reduce tariffs. However, since China and the United States have not yet reached a final trade agreement, this continues to bring uncertainty to China's economy.

Although the overall market sentiment in the general PRC property market is unfavorable, the Group is comforted by China's Central Bank cut in one-year loan prime rate by 10 basis points from 3.10% to 3.00% and the LPR by 10 basis points from 3.60% to 3.50% during 2025, helping to reduce the financial burdens of the property sector. China's Central Bank also cut the reserve requirement ratio for eligible financial institutions by 0.50% in 2025. This will increase liquidity in the market and stimulate the economy of Mainland China. Furthermore, Central government and local governments have introduced measures to stabilise the property market. These include reducing mortgage rates, lowering down payment requirements, increasing home purchase subsidies, and removing restrictions related to home purchases in some cities. Despite short term uncertainties, the Group remains confident of the long term prospects of the property market in Mainland China and Hong Kong in the remaining period for the financial year ending 31st December, 2025.

The Group's business objectives are as follows:

(1) To adjust the quality of its landbank through acquisitions and disposals and sale of its end products to balance the demands of short term returns and long term capital appreciation.

(2) To adjust its products and pricing as well as the speed of construction where necessary to assist the sale of products in the current environment.

(3) To responsibly gear up its projects rather than over utilising equity in order to increase its return on equity.

(4) Review its healthcare investment, management and cost structure so as to improve efficiency and reduce expenses where possible.

The long-term corporate strategies of the Group are as follows:

(1) Retain certain development properties for investment where it believes these properties will provide increasing rental streams and corresponding increases in capital value.

(2) Concentrate its effort on developing cyberpark, urban renewal units and other investments where it believes its products are welcomed by the government and the local market.

1. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief, the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

2. DIRECTORS' INTERESTS

Save as disclosed below, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 of the Listing Rules, to be notified to the Company and the Stock Exchange:

Name of Directors	Name of companies	Number of shares and underlying shares interested	Approximate % of the relevant total number of issued shares	Nature of interests
Lee Seng Hui	the Company *(Note 2)*	834,809,096 *(Note 1)*	56.94%	Other interests
	AGL *(Note 3)*	2,635,105,180 *(Note 1)*	74.99%	Personal interests (held as beneficial owner) in 458,420 shares and other interests in 2,634,646,760 shares
	Asiasec Properties Limited ("**ASL**") *(Note 4)*	930,376,898 *(Note 1)*	74.98%	Other interests
	Tian An Medicare Limited ("**TAMC**") *(Note 5)*	556,097,010 *(Note 1)*	51.35%	Other interests
	Sun Hung Kai & Co. Limited ("**SHK**") *(Note 6)*	1,444,479,575 *(Note 1)*	73.51%	Other interests
Song Zengbin	TAMC	80,000	0.01%	Personal interests (held as beneficial owner)
Edwin Lo King Yau	AGL	280,000	0.00%	Personal interests (held as beneficial owner)
	TAMC	276,000	0.02%	Personal interests (held as beneficial owner)

Notes:

(1) Mr. Lee Seng Hui together with Ms. Lee Su Hwei and Mr. Lee Seng Huang are the trustees of Lee and Lee Trust, being a discretionary trust. The Lee and Lee Trust controlled approximately 74.99% of the total number of issued shares of AGL (inclusive of Mr. Lee Seng Hui's personal interests).

(2) Mr. Lee Seng Hui, by virtue of his interests in AGL, was deemed to be interested in the shares of the Company in which AGL was interested.

(3) AGL was the holding company of the Company and therefore an associated corporation of the Company within the meaning of Part XV of the SFO.

(4) Mr. Lee Seng Hui, by virtue of his interests in the Company via AGL, was deemed to be interested in the shares of ASL, a non wholly-owned subsidiary of the Company, and therefore an associated corporation of the Company within the meaning of Part XV of the SFO.

(5) Mr. Lee Seng Hui, by virtue of his interests in the Company via AGL, was deemed to be interested in the shares of TAMC, a non wholly-owned subsidiary of the Company, and therefore an associated corporation of the Company within the meaning of Part XV of the SFO.

(6) SHK was a non wholly-owned subsidiary of AGL and therefore an associated corporation of the Company within the meaning of Part XV of the SFO.

(7) All interests stated above represent long positions.

As at the Latest Practicable Date, the following Directors were directors of the following company which had an interest in the shares and underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO:

(a) Mr. Lee Seng Hui and Mr. Edwin Lo King Yau are executive directors and Ms. Lisa Yang Lai Sum is an independent non-executive director of AGL. AGL was deemed to be interested in, for the purpose of the SFO, 834,809,096 Shares, representing approximately 56.94% of the total number of issued shares of the Company.

Save as disclosed above, as at the Latest Practicable Date, the Directors were not aware of any other Director who was a director or employee of a company which had an interest in the shares and underlying shares of the Company which would fall to be disclosed under the provisions of Divisions 2 and 3 of Part XV of the SFO.

3. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had any existing or proposed service contract with any member of the Group which does not expire or is not terminable by such member of the Group within one (1) year without payment of compensation (other than statutory compensation).

4. DIRECTORS' INTERESTS IN COMPETING BUSINESS

Save as disclosed below, as at the Latest Practicable Date, none of the Directors (not being the independent non-executive Directors) and their respective close associates (as defined in the Listing Rules) was considered to have interests in any competing businesses of the Group pursuant to the Listing Rules:

Name of Directors	Name of companies	Interest in competing business	Description of competing business #
Lee Seng Hui	AGL	– director – substantial shareholder^	(1),(2),(3),(4)
	SHK	– director of a non wholly-owned subsidiary of SHK	(1)
		– substantial shareholder^	(1),(2)
	APAC Resources Limited ("**APAC**")	– director – substantial shareholder^	(1)
	ASL	– substantial shareholder^	(1),(2),(4)
	TAMC	– director – substantial shareholder^	(1),(2),(3)
	Tian An Australia Limited ("**TIA**")	– substantial shareholder^	(3)
Patrick Lee Seng Wei	ASL	– director	(1),(2),(4)
Edwin Lo King Yau	AGL	– director	(1),(2),(3),(4)
	ASL	– director	(1),(2),(4)
Tao Tsan Sang	ASL	– director	(1),(2),(4)

Competing business activities of the Group:

(1) Money lending

(2) Property investment

(3) Property development

(4) Property management

^ Mr. Lee Seng Hui is one of the trustees of Lee and Lee Trust which is a deemed substantial shareholder of each of AGL, SHK, APAC, ASL, TAMC and TIA.

Conducted through subsidiaries.

Although the above-mentioned Directors have competing interests in other companies by virtue of their respective common directorship or shareholding, they will fulfil their fiduciary duties in order to ensure that they will act in the best interests of the Shareholders and the Company as a whole at all times. Hence, the Group is capable of carrying on its businesses independently of, and at arm's length from, the businesses of such companies.

5. DIRECTORS' INTERESTS IN CONTRACTS AND ASSETS

As at the Latest Practicable Date, Mr. Lee Seng Hui (through being one of the trustees of Lee & Lee Trust, a discretionary trust which controlled approximately 74.99% of the total number of issued shares of AGL (inclusive of Mr. Lee Seng Hui's personal interests), which in turn was the holding company of the Company) was interested in the following assets which have been, since 31st December, 2024 (being the date to which the latest published audited financial statements of the Group were made up), (i) acquired or disposed of by; or (ii) leased to; or (iii) proposed to be acquired or disposed of by; or (iv) proposed to be leased to, any member of the Group:

(a) a portion of 9th, 22nd and 23rd Floors of Allied Kajima Building, under which pursuant to a sub-tenancy agreement ("**TACI Sub-tenancy Agreement**") dated 28th March, 2025 entered into between AGL and the Company, a portion of such property was sublet by AGL to the Company at a monthly rental of HK$191,900 for a term of two years from 1st April, 2025 to 31st March, 2027 (both days inclusive); and

(b) a portion of 9th, 22nd and 23rd Floors of Allied Kajima Building, under which pursuant to a sub-tenancy agreement ("**ASL Sub-tenancy Agreement**") dated 28th March, 2025 entered into between AGL and ASL, a portion of such property was sublet by AGL to ASL at a monthly rental of HK$84,100 for a term of two years from 1st April, 2025 to 31st March, 2027 (both days inclusive).

Save for the TACI Sub-tenancy Agreement and the ASL Sub-tenancy Agreement, as at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which have been, since 31st December, 2024 (being the date to which the latest published audited financial statements of the Group were made up), (i) acquired or disposed of by; or (ii) leased to; or (iii) proposed to be acquired or disposed of by; or (iv) proposed to be leased to, any member of the Group.

As at the Latest Practicable Date, Mr. Lee Seng Hui was materially interested in an unsecured loan provided by him to the Company in the amount of AU$32,650,000 pursuant to a loan agreement dated 18th June, 2024 (as amended by the variation letter dated 20th September, 2024, the second variation letter dated 20th December, 2024 and the third variation letter dated 20th February, 2025) (collectively, "**Loan Agreement**"), which bears interest of 6.4% per annum, and repayable in June 2026. Save for the Loan Agreement, as at the Latest Practicable Date, there was no contract or arrangement subsisting in which any Director was materially interested and which was significant in relation to the business of the Group.

6. LITIGATION

As at the Latest Practicable Date:

(a) An indirect wholly-owned subsidiary of TAMC, as the named respondent, received a writ of summons inclusive of a statement of claim from the court of the PRC regarding the claims by a claimant against, amongst others, the respondent. The claimant is claiming against the respondent and others to be jointly and severally liable to the claimant for compensation of an amount of approximately RMB143 million, equivalent to approximately HK$155 million. The court has ruled to dismiss all claims of the claimant's claim against the respondent and the respondent shall not be jointly and severally liable in the sum of RMB143 million, equivalent to approximately HK$155 million as claimed. An appeal was brought by the claimant against this ruling. The Group, after seeking PRC legal advice, is of the view that the litigation has no merits and hence no material impact on the operations and financial position of the Group.

(b) Several companies have applied jointly for arbitration against a subsidiary of the Company claiming for compensation of approximately HK$35 million which represented their estimated market value of club memberships not issued to them. The subsidiary has committed to issue those club memberships subject to certain conditions that are considered not yet fulfilled. The arbitration is still in progress. The Group has assessed the claim and considers that the final outcome of the claim will not have material effect on the financial statements.

Save as disclosed above, no member of the Group was engaged in any litigation, arbitration or claim(s) of material importance and no litigation, arbitration or claim(s) of material importance is known to the Directors to be pending or threatened against any member of the Group as at the Latest Practicable Date.

7. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by members of the Group within two years immediately preceding the issue of this circular and are or may be material:

(a) a guarantee agreement dated 29th September, 2023 entered into by the Company in favour of 天津分行 (Tianjin branch*) of The Bank of East Asia (China) Limited, pursuant to which the Company agreed to provide a joint and several liability guarantee in respect of the repayment obligations of 天津天安泛科技園開發有限公司 ("**Tianjin Tianan**"), a company owned indirectly as to 50% by each of the Company and 象嶼地產集團有限公司 ("**Xiangyu Real Estate**") of up to RMB75,000,000 under a facility in the total amount of up to RMB150,000,000, representing 50% of the facility and in proportion to the equity interest in Tianjin Tianan indirectly held by the Company;

(b) the framework memorandum dated 25th March, 2024 entered into between the Company and Xiangyu Real Estate pursuant to which (i) each of the Company and Xiangyu Real Estate agreed to, by itself or its subsidiary, make available to Tianjin Tianan a shareholder's loan in the amount of RMB210,000,000; and (ii) each of the Company and Xiangyu Real Estate agreed to provide joint and several liability guarantee(s) in respect of the repayment obligations of Tianjin Tianan of up to RMB250,000,000 under a facility in the total amount of up to RMB500,000,000;

(c) a framework agreement dated 22nd January, 2025 entered into among the Company, Sino Trader Investments Limited ("**Sino Trader**", a wholly-owned subsidiary of the Company) and Beauty Pearl Holdings Limited, pursuant to which the Company agreed that it shall procure Sino Trader or any subsidiary of the Company to make available to Noble-Link Worldwide Inc. or any of its subsidiaries a loan in the amount of up to RMB260,000,000;

(d) the TACI Sub-tenancy Agreement;

(e) the ASL Sub-tenancy Agreement;

(f) a tenancy agreement dated 27th August, 2024 entered into between Art View Properties Limited ("**Art View**", a joint venture of AGL) and Star Telecom Holding Limited ("**STHL**", a wholly-owned subsidiary of TAMC), pursuant to which Rooms 1904B-5, 19th Floor of Allied Kajima Building was leased by Art View to STHL at a monthly rental of HK$102,930 and management fee and air-condition charges of HK$19,458 per month for a term of two years from 1st September, 2024 to 31st August, 2026 (both days inclusive);

(g) the Shareholder's Agreement;

(h) the 2025 Shareholder's Loan Agreement;

(i) the Fifth Supplemental Shareholder's Loan Agreement; and

(j) the Share Charge.

8. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors were not aware of any material adverse change in the financial or trading position of the Group since 31st December, 2024, being the date to which the latest published audited financial statements of the Group were made up.

9. GENERAL

(a) The registered office of the Company is 22nd Floor, Allied Kajima Building, 138 Gloucester Road, Wanchai, Hong Kong.

(b) The share registrar of the Company is Tricor Investor Services Limited of 17th Floor, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

(c) The company secretary of the Company is Ms. Lau Tung Ni, who is a fellow member of The Chartered Governance Institute and The Hong Kong Chartered Governance Institute.

10. DOCUMENTS ON DISPLAY

Copies of the following documents will be published on the websites of the Stock Exchange (http://www.hkexnews.hk) and the Company (http://www.tiananchina.com) for a period of 14 days from the date of this circular:

(a) the Shareholder's Agreement;

(b) the Fifth Supplemental Shareholder's Loan Agreement;

(c) the Share Charge; and

(d) the 2025 Shareholder's Loan Agreement.